Dungeons & Dragons® Supplement



Elder Evils™

Robert J. Schwalb

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Introduction

When elder evils stir, the world groans; when they awaken, the world weeps. Buried in the deepest bowels of the Underdark, hidden in the farthest reaches of the multiverse, or lost in the gulfs between realities are terrible things that exist only to destroy or horribly remake creation. So mighty are these ancient beings that even the gods think twice about standing against them. Mortals who are aware of their existence viciously suppress that knowledge and destroy any who would serve such things. Even if an elder evil can be forced back to whence it came, its mere presence changes the world forever. In short, it is a campaign ender.

Evil to Challenge the Gods

The *Elder Evils* supplement presents a catalog of some of the most infamous and terrible creatures ever to plague the multiverse. From an undead world "born" at the moment of creation, to terrifying monstrosities that clawed their way out of the Abyss, to unthinkable entities from beyond the planes, these beings exemplify horrors that can destroy not just a kingdom but entire worlds or even existence itself.

Most elder evils have been imprisoned by great heroes, deities, or other powerful beings who fear their release. Yet they are not so easily forgotten: Whispers of their existence seduce the mad and villainous, promising great power in exchange for release. Thus, each elder evil presented here has one or more servants, also described in detail.

Chapter 1. Evil Does Not Sleep: This section provides suggestions for introducing an elder evil into the campaign as well as signs that bring the end times to your world. New feats and malefic properties add horror and power to elder evils and their servants.

Chapter 2. Atropus: This moonlike orb is the stillborn afterbirth of the world's creation, an undead entity that desires nothing less than the end of the entire multiverse.

Chapter 3. Father Llymic: Although his body lies frozen in a prison of ice, the mind of this utterly alien being is glacially aware. His corrosive form slowly infects his surroundings, reaching gradually to make the world a part of himself. His corrupt Brood roams free, spreading evil in preparation for their master's awakening.

Chapter 4. Hulks of Zoretha: Left behind in the wake of a world-shaking storm a century past, these enigmatic monoliths hold a secret known by only a few. The Hulks are the seeds of a monstrous colonization project, awaiting a signal from a parallel plane. Once it is received, they will animate to carve a path of destruction.

Chapter 5. Leviathan: Leviathan is a creature of bestial intelligence whose enormous coils wrap the world. It sleeps in the deepest trenches of the seas, spawning tsunamis, whirlpools, and earthquakes as it restlessly shifts. Now mad cultists seek to wake the beast and submerge all the lands.

Chapter 6. Pandorym: Pandorym is a doomsday weapon, an entity from beyond the multiverse. Ancient wizards summoned it as a deterrent to defend their empire from vengeful deities. However, the raging gods ended the kingdom's reign before it could release the weapon. Pandorym now lingers, its essence split and imprisoned, waiting for release—and vengeance.

Chapter 7. Ragnorra: Arising in a time before creation, Ragnorra is a force of perverted life that births monstrosities from her swollen body. The deities cast her into the sky, but she reappears as a blood-red comet every 500 years. Dreadful seed and falling stars produce monstrous offspring in worlds Ragnorra approaches—and now she smashes into worlds to remake them directly.

Chapter 8. Sertrous: Sertrous began as a demon, one of the obyriths—a remnant demonic race shuddering toward extinction. With the rise of the tanar'ri, Sertrous was exiled from the Abyss and took the form of a monstrous serpent, granting vile powers to the yuan-ti in exchange for their service. Even though he was slain, Sertrous lingers in spirit and continues to corrupt the snake people. His followers, the Vanguard of Sertrous, employ intrigue and magic to gain influence and ultimately bring about the end of the world.

Chapter 9. The Worm that Walks: This elder evil is the memory of a slain corporeal god. Its essence transferred itself to the worms and maggots that devoured the deity's corpse, forming a hideous but vaguely humanoid shape. The horror was sealed away in an obelisk by heroes of a previous age. It seeks ever to escape and eat its way to world domination, one writhing victim at a time.

Chapter 10. Zargon: According to legend, Zargon cannot be killed unless his horn is severed from his body, and if his horn is not destroyed, he will inevitably return to claim it. The immortals could not discover a means of destroying his horn, and thus they entombed Zargon and a whole city of his mad worshipers in a place now lost to history.

What You Need to Play

To use the information in *Elder Evils*, you need the three core rulebooks for the Dungeons & Dragons game—the *Player's Handbook* (*PH*), *Dungeon Master's Guide* (*DMG*), and *Monster Manual* (*MM*).

Throughout this book, abbreviations are used to denote game elements and other materials that appear in certain supplements. Those supplements and their abbreviations (often in superscript type) are as follows: *Book of Vile Darkness* (BoVD), *Complete Adventurer* (CAd), *Complete Arcane* (CAr), *Complete Divine* (CD), *Complete Mage* (CM), *Complete Psionic* (CP), *Complete Warrior* (CW), *Eberron Campaign Setting* (ECS), *Epic Level Handbook* (ELH), *Expanded Psionics Handbook* (EPH), *Fiend Folio* (FF), *Fiendish Codex I* (FC1), *Heroes of Horror* (HH), *Libris Mortis* (LM), *Monster Manual II* (MM2), *Monster Manual III* (MM3), *Monster Manual IV* (MM4), *Player's Handbook II* (PH2), *Spell Compendium* (SC), and *Tome of Magic* (ToM). Having any or all of these supplements will enhance your enjoyment of this book, but they are not required.



Illus. by J. Zhang

Chapter One: Evil Does Not Sleep

And I looked upon the Thing and I wept tears of blood, for I knew my land, my people, my very world was dead."

—Ancient scroll recovered from the Valley of Death

The following pages present incomprehensible horrors, threats to the campaign setting so powerful as to bring it to an end. These beings have nothing less in mind than the utter destruction of a world or even existence itself. Even if their genocidal plans are not completely realized, they can leave the world unrecognizable.

Elder evils are not just monsters with impressive Challenge Ratings. They are campaign capstones. Their abilities outstrip those of even the most powerful player characters. In some cases, the PCs do not confront the elder evil itself, but only a mighty extension of its foul will. It might be possible to fight and even defeat such creatures, but their very existence unalterably changes the world.

If ending the world isn't on your horizon just yet, the foes described in the following chapters make exciting challenges for your campaign's high-level adventurers. They and their powerful minions are the basis for grand story arcs that pit the characters against the greatest threats facing their existence. As an individual challenge, any of the monsters presented here offers a memorable confrontation. An adventure need not conclude with encountering the elder evil itself; the PCs might thwart the plans of villains early enough to prevent an apocalyptic outcome.

If you are ready to bring your campaign to a close, though, start with this chapter. It sets out the basics of incorporating these beings into your world's history. As well, it provides some advice on ending it all in a way that is not only memorable and exciting, but satisfying too.

The End Times

"The shrieks, the laughter, the wailing! We were going mad. We knew not why or how, but delusions and hallucinations ruled our feverish minds."

You might be wondering why you should ever end your campaign: Things are going fine, and you're having fun.

To cite a cliché, all good things must come to an end. Even if you're not ready to stop now, one day you will be. At some point, the PCs ascend the heady heights of epic levels, and fewer and fewer foes can challenge them. When player characters own castles and lands, command continent-spanning organizations, lead entire religious movements, or are generals of armies no longer content with mortal wars, your campaign is approaching a natural close.

You could forge on, having the PCs challenge the gods themselves, but even then, the tale has to end someday.

Ending a campaign is a significant achievement. It is a natural conclusion to all the stories you and your players have told together, and it gives everyone a feeling of accomplishment after years of play. In addition, bringing your campaign to a close lets you embark on something different, exploring new worlds and possibilities—in short, death leads to rebirth.

INCORPORATING ELDER EVILS

Elder evils lurk on the fringes of existence. They have always been and always will be. Although they can be as powerful as demigods—sometimes more so—they are not deities. They aren't interested in mortals except to wipe them out. Gods create and attend their creations; elder evils unravel them.

The mere presence of an elder evil threatens reality. Such power is difficult to conceal. If the PCs haven't heard even a whisper of the entity to date, why and how has it masked its presence? Uncovering this mystery can be as thrilling a challenge as the final confrontation itself.

The secrecy of an elder evil depends on your needs as the Dungeon Master. If you're starting a new campaign and plan to end it in a confrontation with a world-threatening entity, plant the seeds early and drop hints over time. If you've decided recently to bring things to a head, there's nothing wrong with suddenly revealing the elder evil.

When introducing these terrifying entities into an established campaign, use what you already have. Recurring villains or their minions work well when the PCs already have an inkling of the nemesis. For example, when the nefarious high priest of Nerull reveals that she is in fact an accomplice of the Worm that Walks (see Chapter 9), the revelation is as logical as it is horrifying. On the other hand, a major campaign villain might turn out to be the elder evil itself. Faceless, recurring villains hide their identities behind several masks; as the campaign develops, the PCs expose (or believe they expose) their true enemy again and again until you're ready to reveal the ultimate truth.

You can adapt any of the example elder evils in this book so that they fit better into your setting's history. In a planar campaign, for example, an entity might not just threaten a single Material Plane world, but also be working to destroy all reality. Atropus, the World Born Dead (see Chapter 2), could languish in stasis on the Negative Energy Plane. Once released, it might seek to transform all the Outer Planes into a mass graveyard.

READING THE ENTRIES

Each of the following chapters describes an elder evil, its motivations and servants, and signs of its approach, as well as providing a sample story arc to help you introduce the threat into your campaign. A given entry uses the following format.

Background

This section opens with a paragraph of common knowledge and continues with several paragraphs of specialized knowledge. Learning one of these pieces of information about an elder evil requires a Knowledge check of the appropriate kind. The specific skill and the check DC appears parenthetically at the end of each relevant paragraph in the elder evil's background.

Goals

This section follows the same format as the Background entry, but the lore entries reveal ever more secret details of the elder evil's ultimate purpose.

The Elder Evil in the Campaign

This section sets out a sample story arc with increasingly difficult challenges, culminating in the final confrontation with the elder evil. The Encounter Levels of these challenges correspond with strengthening signs of the apocalypse, as detailed later in this chapter. Each chapter includes a sidebar that describes the game effects of that elder evil's sign.

Two subsections suggest ways to adapt the elder evil to the Forgotten Realms® and Eberron™ campaign settings.

Description

Here follow physical details of the elder evil, including its statistics block. Important servants and minions are also presented in this section, along with their statistics.

ELDER EVIL TRAITS

The elder evils presented in this book have many of the traits of abominations, as presented in *Epic Level Handbook*. Unlike abominations, however, elder evils are not the offspring of deities. They are virtually immortal—although they can be weakened or returned to eons-long slumber.

Elder evils speak Abyssal, Celestial, Infernal, and often an elemental language associated with their imprisonment. They have maximum hit points per Hit Die. In addition, they have the following characteristics.

Immunities (Ex): Elder evils have immunity to polymorphing, petrification, and any other spell or ability that alters their form. They are not subject to energy drain, ability drain, ability damage, or death from massive damage. They are immune to mind-affecting spells and abilities. Most elder evils have immunity to a specific energy type, depending on their nature.

Resistances (Ex): Elder evils have resistance to cold 20 and fire 20. They have high damage reduction, sometimes overcome only by epic weapons, and very high spell resistance.

Summon Creature (Sp): Many elder evils are able to summon associated creatures appropriate to their origins or specific background. See the specific entries for additional details.

Special Qualities: All elder evils can use *true seeing* as the spell at will (as a supernatural ability). They resist detection as if under the effect of a nondetection spell. They have blindsight out to 500 feet. They can communicate telepathically with any creature within 1,000 feet that has a language.

Feats: Elder evils can select epic feats.

Encounter Information

Each entry has an overview map of the area in which the final confrontation occurs. Specific encounter areas are described in narrative, some with suggested Encounter Levels, and a few are tied to tactical encounters at the end of the chapter.

Each tactical encounter includes a map of the room or area in which it takes place. The information includes creature statistics and tactics, initial positions of combatants, the locations of traps or other hazards, and other details important to the encounter. Because of space constraints, statistics for the elder evils and their major minions usually don't appear in these encounters; you should prepare by copying the relevant information or marking the appropriate page earlier in the chapter for quick reference.

SIGNS OF APOCALYPSE

An elder evil, or its mortal minions, might be active through the life of the campaign, but only when the horror awakens, arrives, or sets its plans in motion does the world know of it. This awakening manifests as a sign: the physical, magical, or psychological imprint of the elder evil. A sign reflects an aspect of the being's purpose and nature, and it influences the entire campaign setting. Sometimes it appears not by the will of the entity itself (which would rather not tip its hand), but as a warning from the gods, who are often constrained from direct involvement.

INTRODUCING SIGNS

After a sign appears and gains strength, its effect can be nearly as devastating as the elder evil itself; even if the threat is dealt with, this lingering influence leaves the world a much different place. Since signs have such widespread effects, handling them within the context of the game can be daunting. The sample story arcs in the following chapters suggest ways to heighten a given sign gradually over time. When it finally becomes overwhelming—heralding the imminent arrival of the threat—the PCs' average level should be high enough to resist all but the worst effects.

When adjudicating a sign's influence, describe in flavorful narrative how it alters the world around the PCs. (Refer to the quotations that introduce each sign for inspiration to guide your story.)



The sign is as horrid as the evil itself

IDENTIFYING SIGNS

To ordinary mortals, the appearance of a sign is a mysterious phenomenon—foreboding and sinister, to be sure, but without obvious significance. Only individuals who have the proper training and experience, who are steeped in ancient or forbidden knowledge, have any chance to recognize its grim implications.

To identify a sign for what it is, a character must succeed on a Knowledge check. The appropriate Knowledge skill is noted in the Background and Goals sections of the elder evil's entry; choose an appropriate skill for a threat of your own design. The check DC depends on the sign's intensity, as set out in the following table. As the effect of the sign becomes more pervasive, its meaning grows ever more clear. A faint sign might be simply unsettling, but at its height, its influence is inescapable.

Intensity	DC
Faint	45
Moderate	35
Strong	25
Overwhelming	15

By succeeding on this check, a character knows the sign is an evil omen. If the check succeeds by 5 or more, the character can identify the sign's strength, and succeeding by 10 or more reveals all the ramifications of its effect (including the identity of the elder evil).

SIGNS REVEALED

The following signs are examples of those that could accompany an elder evil's approach; you might prefer to design your own, taking inspiration from these entries. Each section describes the effect of the sign at the four intensities listed above.

Some entries suggest ways of varying the sign's influence to better suit the needs of the campaign.

Blood Moon

"And the moon shone crimson, drenching the lands with the color of blood. In its ill-omened light, people went mad with rage and turned on each other in hate."

The pale disk of silver hanging in the night sky transforms, assuming a ghastly hue. At first, it darkens to an orange tone like that of a harvest moon, but as the sign approaches its peak, it turns the color of blood.

Illus. by E. Widermann

Effect: The sign of the blood moon sets tempers on edge, making living creatures irritable and aggressive. Ultimately, they are consumed by involuntary rage.

Details: The Hulks of Zoretha (Chapter 4) are associated with this sign. See page 50 for more information.

Dead Sun

"The sun did not rise. Hours turned into days, days into weeks, and still the blanket of darkness shrouded all. A cruel, dark winter was upon us, freezing the warmth of our blood."

When this sign appears, the light dies. The days grow shorter, and temperatures drop until finally the sun vanishes from the sky, plunging the world into perpetual night.

Effect: Natural and magical lighting diminish as the sign strengthens, until the sun no longer rises.

Details: Father Llymic (Chapter 3) is associated with this sign. See page 33 for more information.

Variant: Instead of the sun disappearing completely, planetary rotation slows so that, ultimately, one side of the world is bathed in perpetual light while the other is plunged into eternal darkness. The effects of the sign on the dark side function as described above. On the light side, the effects are reversed: The range of natural light sources doubles; sunrise occurs earlier and sunset later; darkness spells are impeded and light spells enhanced as described above. Finally, global average temperatures climb rather than drop. The glaring light and heat are as great a disaster as endless dark, ultimately rendering the light side a lifeless ruin.

Eerie Weather

"Frogs fell from the sky for hours. The next day, flaming stones showered us, killing all they touched. Then it snowed for three weeks. Who knows what's next?"

This sign alters the weather in drastic and unnatural ways. Snow in the summer and sweltering heat in the winter are just the beginning. Hurricanes lash the coastlines, destroy villages, or flood entire cities; tornadoes rip apart the countryside; and bizarre weather effects become commonplace. All the while, sickening green clouds form, and violet lightning dances between them.

Effect: When this sign manifests, it creates strange and random meteorological effects. The intensity of the sign determines the extent, duration, and frequency of the unusual weather.

Details: The Leviathan (Chapter 5) and Zargon (Chapter 10) are associated with this sign. See pages 65 and 145 for more information.

Infestation

"Do you hear that? That terrible sound! The scratching, the endless scratching in the wall—and the rats! They're everywhere, choking us, drowning us!"

The world shudders beneath a flood of loathsome creatures birthed from the depths of the seas or the dankest pits of the Underdark. Armies of hideous monsters march to the pulse of the lurid sign. The infestation sweeps across the lands, devouring everything in its path.

Effect: The type of infestation depends on the nature of the elder evil. Aberrations, animals, plants, oozes, undead, and vermin are typical choices, though some magical beasts, outsiders, and even humanoids could work too. As the sign grows in strength, so too do the numbers, increasing the challenge of the encounter. The creatures spread throughout the campaign setting as the sign grows stronger, and encounters range from single fights to desperate stands against vast armies.

Details: Sertrous (Chapter 8) and the Worm that Walks (Chapter 9) are associated with this sign. See pages 114 and 129 for more information.

Variant: Infestations need not be combat encounters. Swarms serve well in this role: Clouds of locusts devour crops, numberless rats spread disease, and creeping spiders drape entire cities in webbing.

Restless Dead

"Too long have we reveled in our wickedness, too long have we sampled the forbidden—now the gods shun us, sealing the gates to heaven and leaving us lost among the dead."

When this sign appears, the demarcation between life and death grows ever more blurry. After souls depart, their bodies stir in a wretched existence neither alive nor dead.

The sign of the restless dead first makes itself known by isolated occurrences of zombies and skeletons in the community. As it strengthens, the undead plague increases. Corpses pull themselves free from graves, slaughtering former friends and lovers and swelling their ranks until only the shuffling dead remain.

Effect: In the early stages of this sign, only a few of the dead spontaneously animate. Necromancy magic becomes more efficacious, while healing magic is suppressed. As the sign intensifies, more and more corpses rise, growing stronger all the while.

Details: Atropus (Chapter 2) is associated with this sign. See page 17 for more information.

Seal of Binding

"Unnatural things walk the streets, horrors spewed up from the pits of hell. How did they get here? Will they ever depart?"

A fiery glyph appears in the sky, casting dim light. Aside from its sudden and unusual appearance, the symbol seems to be harmless, but those who communicate with planar beings or use magical methods of travel feel its effect at once. As the sign intensifies, the glyph grows more complex, spreading like a weird stain across the heavens.

Effect: The seal of binding interferes with most conjuration spells and many divination spells by closing off the avenues that enable mortals to interact with the planes. Clerics' connections with the divine are severed, summoned creatures do not return to their home planes, and dimensional travel ceases to function.

Details: Pandorym (Chapter 6) is associated with this sign. See page 81 for more information.

Twisted Life

"We argued about which deity had granted us the boon and blamed harmful effects on infernal forces. When we should have taken

action, we instead wasted time on pointless wrangling. Only now can we see the hideous truth."

This sign first manifests with accelerated healing. Soon, though, living creatures and inanimate objects become covered with festering boils, which burst to expel swarms of pests. As the sign strengthens, wounds close almost instantly, but flesh grows pustulent and bones distend as life becomes corrupted. At its peak, all undead but the most powerful and hidden are obliterated. The dead rise as gibbering aberrations, and the living mutate into twisted progeny.

Effect: This sign manifests as a surge of corrupt positive energy that resculpts life on an entire world.

Details: Ragnorra (Chapter 7) is associated with this sign. See page 97 for more information.

ADDITIONAL SIGNS

When creating your own elder evil, use the following signs as inspiration. Alter the effects to fit the theme of your elder evil when necessary.

Alien Skies

"I peered into the heavens, searching for familiar sights, but found nothing I knew. All was strange and disquieting, as though we were adrift in alien seas."

After the sun sets, the stars twinkle in the heavens as always—but they are strange. They glow luridly with weird colors, spreading fear and wonder in all who behold them. Familiar constellations vanish, re-form, or shift to new locations. As the sign reaches its peak, distorting the arcane energies of the world, unsettling auroras and intense meteor showers illuminate the night skies.

Effect: This sign interferes with arcane magic, making spells harder to cast successfully. When a spell is cast, the sign warps its effects, often with disastrous results.

Faint: The DCs of all Concentration checks related to casting arcane spells increase by 5.

Moderate: Arcane spells are cast at –2 caster level. A character whose effective caster level drops to 0 or lower cannot cast arcane spells at all.

Strong: Arcane spells and spell-like abilities are impeded, meaning that a caster must succeed on a Spellcraft check (DC 20 + the level of the spell) or lose the spell or spell slot without effect.

Overwhelming: In addition to impeding arcane magic, the sign distorts its effects. A caster who succeeds on the Spellcraft check to cast a spell or use a spell-like ability must then make a second Spellcraft check with the same DC. On a success, the spell takes effect normally; otherwise, something unusual occurs, as if casting in an area of wild magic (see *DMG* 149 and the associated table).

Variants: If your campaign includes psionics or variant forms of magic (such as soulmelds or truenaming from the *Tome of Magic* supplement), this sign might interfere with them instead. Use the effects described above or tailor them to suit the type of magic involved. Alternatively, you might have this sign disrupt the deities' connection to the world, twisting divine magic instead of arcane.

Appalling Fecundity

"The peasants believed they had been blessed: Their crops grew quickly, women bore healthy children in weeks rather than months, and the harvest was the best ever. At first, life was good. But the growth never slowed. Everything birthed and died with such speed that we could hear Nature suffering. Disease was rampant, and vermin spread it everywhere; there was no end to the screams of the afflicted."

Growth and healing are accelerated. At first crops and animals grow and reproduce with unnatural swiftness, and injuries vanish overnight. As the sign intensifies, these early benefits run out of control. Fruit bursts and rots on the vine before it can be harvested. Weeds crack pavement and damage buildings. Clouds of vermin boil up from the earth, laying eggs that hatch and spawn new life in moments, and with them come equally virulent disease.

Effects: This sign forces living things to grow, ripen, and die at an alarming rate.

Faint: Ordinary plants are enhanced as if by the *plant growth* spell (*PH* 262; CL 20th). Crops benefit from the enrichment effect, while other vegetation suffers from overgrowth and chokes open spaces.

Moderate: All areas of natural growth are affected as if by the *entangle* spell (*PH* 227; CL 20th). Each week, living creatures must succeed on a DC 10 Fortitude save or acquire the pseudonatural template (*Complete Arcane* 160).

Strong: Living creatures that require sleep lose the ability to do so, as their bodies fidget and their thoughts race. Physical exhaustion sets in, and eventually minds break. A living creature can go without sleep for a number of days equal to its Constitution modifier (minimum one). Thereafter it is fatigued, remaining in this state for a number of days equal to its Constitution modifier (again, minimum one); if it would become fatigued during that time, it is exhausted instead. Each day after that period, the creature takes 1 point of Wisdom damage. If the total Wisdom damage exceeds its Hit Dice, the creature is affected as if by an *insanity* spell. Once its Wisdom score drops to 0, the creature becomes unconscious but cannot recover lost Wisdom naturally. Only a *sleep* or *deep slumber* spell or equivalent effect can grant rest for a time, after which the effects of the sign begin anew.

Overwhelming: Flesh grows and heals with terrible speed. Each hour, all living creatures gain 1d6 temporary hit points. For each hour that a creature's temporary hit point total exceeds its full normal total, it must succeed on a DC 20 Fortitude save or explode in a shower of gore.

Dry Winds

"From the north came a hot wind, scouring the clouds from the skies. It leached the water from our rivers and lakes, and the mighty oceans receded with each gust."

Unnaturally warm winds blow from an atypical direction, growing hotter as the sign intensifies and carrying away all moisture.

Effects: The dry winds destroy water as they whip across the land. Eventually the winds grow so hot they ignite whatever they touch, transforming the world into a flaming ball of death.

Faint: Natural precipitation stops. Average global temperatures increase by 1d3 degrees, and all bodies and streams of water lose 1d4 feet of depth each week.

Moderate: Average global temperatures increase by 1d6 degrees, and all bodies and streams of water lose 1d10 feet of depth each week.

Strong: Average global temperatures increase by 2d10 degrees, and all bodies and streams of water lose 1d20 feet of depth each week. The dry wind begins to strengthen, increasing by one "degree" of force; for example, calm air becomes a light wind, while a strong wind becomes severe. See *DMG* 95 for more about wind effects.

Overwhelming: Average global temperatures increase by 4d10 degrees, and all bodies and streams of water lose 1d100 feet of depth each week. The wind strengthens by two degrees; for example, a light wind becomes strong. The searing winds now literally burn: A strong wind deals 1d4 points of fire damage per hour, a severe wind deals 1d6 points, and each degree of wind force higher than severe deals an additional 2d6 points.

Variant: The inverse of the dry winds sign is dreadful flooding. Clouds pile up overhead, darkening the sky, and they unleash torrents that drench the world. As the sign intensifies, water levels rise by the listed amount rather than fall. Global temperatures cool somewhat: When the sign grows strong, they drop 1d3 degrees, and when it is overwhelming, a further 1d6 degrees. The winds increase as described above but do not deal fire damage.

Horrid Blight

"Before my very eyes, the waters darkened to the color of coagulated blood. One by one, white shapes bobbed to the surface: fish slain by the tainted sea. And the smell—the air reeked of a slaughterhouse."

This sign slowly kills the world. Creatures become barren, no longer producing offspring. Animals sicken and die. Plants wither or rot, while disease runs rampant, corrupting all with its horrid touch.

Effects: The sign of horrid blight brings unnatural sickness and strengthens existing diseases. As the sign intensifies, plagues ravage every living thing.

Faint: The save DC to resist any disease increases by 5.

Moderate: Ordinary plants begin to wither. At the start of each day, all living creatures must succeed on a DC 15 Fortitude save or become sickened for the remainder of the day. Creatures of the animal or plant type that fail a second DC 15 Fortitude save take 1d3 points of Constitution damage that day.

Strong: The save DC to resist any disease increases by 10. At the start of each day, all living creatures must succeed on a DC 20 Fortitude save or become nauseated for the remainder of the day. On a successful save, the creature is sickened instead. Creatures that fail a second DC 15 Fortitude save take 1d3 points of Constitution damage that day; the save DC for creatures with the animal or plant type is 20.

Overwhelming: The save DC to resist any disease increases by 20. At the start of each day, all living creatures must succeed on a DC 25 Fortitude save or take 1d6 points of Constitution damage.

SERVING ELDER EVILS

"That the Beast shall awaken is inevitable. I'm working to ensure I am the first to die when it does."

—William von Dreichart, mad cultist

Elder evils do not attract many mortal servants, for their nature is opposed to all living things. A few wretches who despise everything, whether they be nihilists or lunatics, do bow to an elder evil. Annihilation is the only reward for such service. But for those driven by insanity, an unquenchable thirst for vengeance, or myriad other strange and sinister motivations, the utter finality of death is sweet. Aiding an elder evil is the surest means of embracing that much-desired end.

Any intelligent and evil creature can swear service to an elder evil if the creature knows of its existence. Doing so grants the creature one bonus feat, plus an extra bonus feat for every five character levels or Hit Dice. These bonus feats must be selected from among the vile feats given in the accompanying table. Elder evils do not grant spells.

VILE FEATS

First introduced in *Book of Vile Darkness*, vile feats are available to intelligent creatures of evil alignment.

The *Heroes of Horror* supplement introduced a subset of vile feats known as deformity feats. A deformity feat represents an intentional act that changes a character in some horrific way. The prerequisite for every other deformity feat is a vile feat called Willing Deformity.

Vile Damage

Some vile feats, as well as malefic properties (see page 14), deal vile damage. Vile damage represents a horrific desecration of body or soul. It reduces hit points or ability

LIVING ROT

When the sign of horrid blight manifests, new diseases appear and spread like wildfire across the land. The living rot is an example of a new plague. See *DMG* 292 for complete details of disease transmission.

This disease causes victims' skin to erupt with pus-filled blisters that eventually burst, leaving behind bloody craters. Flesh rots and sloughs from the bones, and internal organs protrude from the wounds. Those afflicted are surrounded by the intolerable reek of their own body's decay.

Infection: Ingested, inhaled, injury, and contact.

Base Fortitude DC: 15 (this number increases by a varying amount, depending on the sign's intensity).

Incubation: 1 day.

Damage: 1d4 Str, 1d4 Con*, 1d4 Wis, and 1d4 Cha*.

*When damaged, the infected creature must succeed on another saving throw or the damage is permanent drain instead.

Vile Feats

Feat	Prerequisite	Benefit
Apostate	Wis 15	Gain one-half level as bonus on saves against divine spells
Chosen of Evil	Con 13, any other vile feat	Take 1 Con damage to add bonus on one attack, saving throw, or check equal to number of vile feats
Enemy of Good	Chosen of Evil, Evil Brand	Gain +2 to save DC for your spells and spell-like abilities when used against good creatures
Slave to Evil	Chosen of Evil	Gain aura of evil, minimize effects of evil spells cast on you; gain abilities that increase as master's sign intensifies
Master's Will	Chosen of Evil or undead type, Evil Brand	Call upon elder evil for random results
Dark Speech	Base Will save +5, Int 15, Cha 15	Use Dark Speech to inspire dread, aid in creating magic items, damage objects, or command swarms (*Fiendish Codex I* 85)
Dark Whispers	Dark Speech	Take 1 Con damage to inspire madness in nearby creatures
Filthy Outburst	Base Will save +7, Dark Speech	Take 1d6 Con damage to deafen opponents and make them less resistant to evil spells and abilities
Evil Brand	—	+2 bonus on Diplomacy and Intimidate checks made against evil creatures (*Fiendish Codex I* 85)
Abyss-Bound Soul	Evil Brand, Thrall to Demon	+2 on saves against good spells
Lichloved	Evil Brand	+1 bonus on saves against mind-affecting spells and abilities, poison, sleep, paralysis, stunning, and disease
Evil's Blessing	Cha 13	Add Cha bonus on saves for 5 rounds
Harvester of Souls	Base attack bonus +11	Coup de grace attack prevents target from being restored to life; gain 2 temporary hp/HD of slain creature
Insane Defiance	Base Will save +5	Take 1 Wis damage to deflect mind-affecting spell or ability to new target
Murderous Intent	Base attack bonus +9, favored enemy (any one)	Favored enemy you damage must make a Will save to avoid being overcome with dread
Thrall to Demon	Chaotic evil alignment	+1 luck bonus on attack roll, save, ability check, skill check, or level check while performing an evil act 1/day
Vile *Ki* Strike	Cha 15, Improved Unarmed Strike	Unarmed strike deals extra 1 vile damage
Vile Martial Strike	Cha 15, Weapon Focus	Specified weapon deals extra 1 vile damage
Vile Natural Attack	Natural attack dealing 1d8 or more damage, base attack bonus +5	Natural attack deals extra 1 vile damage
Deformity Feats		
Willing Deformity	—	+3 bonus on Intimidate checks (*Heroes of Horror* 125)
Abominable Form	Willing Deformity	+2 bonus on Intimidate checks; creatures with fewer HD must make Will saves to avoid being shaken
Deformity (eyes)	Willing Deformity	Use see invisibility 1/day for up to 1 minute; take –2 penalty on Search checks and Spot checks
Deformity (face)	Willing Deformity	+2 bonus on Intimidate and Diplomacy checks against evil creatures
Deformity (gaunt)	Willing Deformity	+2 Dex, –2 Con; +2 bonus on Escape Artist and Intimidate checks
Deformity (madness)	Willing Deformity	Take –4 Wis penalty to gain immunity to mind-affecting spells and abilities; add 1/2 HD as bonus on one Will save
Reflexive Psychosis	Willing Deformity, Deformity (madness)	Become *confused* to gain DR 5/—
Deformity (parasite)	Willing Deformity	Negate disease, poison, and similar effects

score points exactly as normal damage does. However, vile damage does not heal naturally, and even healing magic is effective only within the area of a *consecrate* or *hallow* spell.

FEAT DESCRIPTIONS

Each of the following feats is possessed by at least one of the elder evils described later in this book.

Abyss-Bound Soul [Vile]

You have pledged your immortal soul to a particular demon lord in return for a gift that aids your evil works in life.

Prerequisite: Evil Brand, Thrall to Demon.

Benefit: Your evil brand incorporates the personal symbol of your demon lord patron, who watches over you from the Abyss. You gain a +2 bonus on saving throws made against spells that have the good descriptor. Additionally, a tiny portion of your patron's power infuses your body, granting you an additional benefit. The exact benefit gained depends on who your patron is, as given below.

Abominable Form [Vile, Deformity]

You revel in the ruination of your flesh, drawing power from your disturbing deformities.

Prerequisite: Willing Deformity.

Benefit: Living creatures with fewer Hit Dice than you that can see your undisguised form are afflicted by disgust.

Each such creature must succeed on a Will save (DC 15 + 2 for each deformity feat you possess) or become shaken for a number of rounds equal to your Constitution modifier (minimum 1 round).

Special: Your ghastly appearance grants you a +2 circumstance bonus on Intimidate checks.

Apostate [Vile]

Your hatred of the gods cloaks you with potent resistance against their works.

Prerequisite: Wis 15.

Benefit: You gain a profane bonus equal to one-half your character level on saving throws against divine spells. You cannot voluntarily fail a saving throw against a divine spell, even if the spell is harmless.

Special: If you are a divine spellcaster with a code of conduct (such as a paladin), selecting this feat violates your code of conduct regardless of your alignment.

Chosen of Evil [Vile]

Your naked devotion to wickedness causes dark powers to take an interest in your well-being.

Prerequisites: Con 13, any other vile feat.

Benefit: As an immediate action, you can take 1 point of Constitution damage to gain an insight bonus equal to the number of vile feats you have, including this one. Until the end of your next turn, you can apply this bonus on one attack roll, saving throw, ability check, or skill check. Make this decision before determining the result of the roll.

Dark Speech [Vile]

You learn a smattering of the language of truly dark power.

Prerequisites: Will save bonus +5, Int 15, Cha 15.

Benefit: You can use the Dark Speech to bring loathing and fear to others, to help cast evil spells and create evil magic items, and to weaken physical objects.

Dread: Whenever you use Dark Speech in this manner, you take 1d4 points of Charisma damage, and every other creature in a 30-foot radius must attempt a Will save (DC 10 + 1/2 your character level + your Cha modifier). The result of a failed save by a listener depends on the listener's character level and alignment, as detailed in the table below.

Level (Alignment)	Result
1st–4th (non-evil)	Listener is shaken for 10 rounds and must flee from you until you are out of sight.
1st–4th (evil)	Listener cowers in fear for 10 rounds.
5th–10th (non-evil)	Listener is shaken for 10 rounds.
5th–10th (evil)	Listener is charmed by you (as *charm monster*) for 10 rounds.
11th+ (non-evil)	Listener is filled with loathing for you but is not otherwise influenced.
11th+ (evil)	Listener is impressed, and you gain a +2 competence bonus on attempts to change its attitude in the future.

Power: Whenever you use Dark Speech in this manner, you take 1d4 points of Charisma damage. By incorporating the Dark Speech into the verbal component of a spell, you increase its effective caster level by 1. By using it during the creation of an evil magic item, you increase its caster level by 1 without increasing the cost.

Corruption: As a full-round action, you can whisper vile words at an inanimate object and reduce its hardness by half. This use does not drain you, but you cannot use the ability more than once on a single object.

Dark Unity: You can use the Dark Speech to establish a hive mind in any swarm of vermin or animals with an Intelligence score of 2 or lower. Thereafter, you can give the swarm one command as per the *suggestion* spell (caster level equals your Hit Dice). Whenever you infuse a swarm in this manner, you take 1d4 points of Constitution damage.

Normal: Attempting to utter a word of Dark Speech always ends in immediate death for a speaker who is not trained in its dark power. It is impossible for an unwilling creature to use the Dark Speech, because the language's pronunciation is so exacting.

Special: You gain a +4 circumstance bonus on saving throws made when someone uses the Dark Speech against you.

Special: If you cannot take ability damage, you cannot select this feat.

Dark Whispers [Vile]

By whispering foul utterances in the Dark Speech, you can drive your enemies insane.

Prerequisite: Dark Speech.

Benefit: In addition to the basic uses of the Dark Speech, you can whisper words of incredible wickedness to form grotesque visions in the minds of those who hear you. All living creatures within a 30-foot radius that can hear your words must make Will saves (DC 10 + 1/2 your character level + your Cha modifier). On a failure, creatures with fewer Hit Dice than you are staggered for 1d10 rounds; those with as many or more Hit Dice are *confused* for 1 round. This is a mind-affecting, supernatural effect.

Whenever you use Dark Speech in this manner, you take 1 point of Charisma damage.

Special: You gain a +2 circumstance bonus on saving throws made when someone uses the Dark Speech against you. This bonus stacks with the +4 circumstance bonus from Dark Speech.

Special: If you cannot take ability damage, you cannot select this feat.

Deformity (Eyes) [Vile, Deformity]

You have either drilled a hole in your forehead trying to add a third eye, or you have supernaturally scarred one of your regular eyes.

Prerequisite: Willing Deformity.

Benefit: As a supernatural ability, you can use see invisibility for 1 minute per day.

Special: You take a –2 penalty on Spot and Search checks.

Deformity (Face) [Vile, Deformity]

Because of intentional self-mutilation, you have a hideous face.

Prerequisite: Willing Deformity.

Benefit: You gain a +2 circumstance bonus on Intimidate checks and a +2 deformity bonus on Diplomacy checks dealing with evil creatures of a different type.

Deformity (Gaunt) [Vile, Deformity]

Through intentional starvation and macabre operations, you are grossly underweight. You have a skeletal appearance, and your weight is now half normal for creatures of your kind.

Prerequisite: Willing Deformity.

Benefit: You gain a +2 bonus to Dexterity and a –2 penalty to Constitution. Furthermore, you gain a +2 circumstance bonus on Escape Artist checks and Intimidate checks.

Deformity (Madness) [Vile, Deformity]

You revel in madness, embracing your hallucinations, erratic behavior, and deviant cravings. Your mind cannot be touched by outside influences.

Prerequisite: Willing Deformity.

Benefit: You take a permanent –4 profane penalty to your Wisdom score to become immune to all mind-affecting spells and abilities.

As an immediate action, you can derive clarity from your madness to add a bonus equal to one-half your character level to a single Will save. Make this decision before determining the results of the saving throw. You must wait 1 minute before you can take this action again.

Deformity (Parasite) [Vile, Deformity]

You invite parasites into your body in exchange for a greater hardiness against diseases and poisons.

Prerequisite: Willing Deformity.

Benefit: As an immediate action, you can negate any disease or poison affecting you. On your next turn, you can take only a move action or a standard action as the agitated parasites wriggle in your flesh.

Enemy of Good [Vile]

You draw power from your unholy devotion.

Prerequisites: Chosen of Evil, Evil Brand.

Benefit: Whenever you cast a spell or use a spell-like ability against a creature of the good subtype or a creature that radiates an aura of good, the save DC, if any, increases by 2.

Evil's Blessing [Vile]

Entities of utter evil and villainy have a stake in your survival.

Prerequisite: Cha 13.

Benefit: As a standard action, you gain a profane bonus on saving throws equal to your Charisma bonus (minimum +1). This bonus lasts for 5 rounds. During any round in which you deal at least 1 point of damage to a creature of the good subtype or a creature that radiates an aura of good, this bonus is doubled.

Filthy Outburst [Vile]

You shriek a phrase in the Dark Speech to deafen or torment those around you.

Prerequisites: Base Will save +7, Dark Speech.

Benefit: As a swift action, you loose a blistering torrent of foul curses and wicked insults in the Dark Speech. All living creatures within 60 feet that can hear you must succeed on Will saves (DC 10 + 1/2 your character level + your Cha modifier) or become deafened for a number of rounds equal to your character level. As long as an affected creature is deafened, it takes a –4 profane penalty on saving throws to resist evil spells or spell-like abilities.

Whenever you use Dark Speech in this manner, you take 1d6 points of Charisma damage.

Special: If you cannot take ability damage, you cannot select this feat.

Harvester of Souls [Vile]

When you deliver a killing blow, you destroy both the flesh and the soul.

Prerequisite: Base attack bonus +11.

Benefit: Whenever you use the coup de grace action to kill a creature, that creature cannot be restored to life by any means short of a *miracle* or *wish* spell until you are slain.

You gain 2 temporary hit points per Hit Die of the slain creature. These temporary hit points last for up to 1 hour.

Insane Defiance [Vile]

You adopt insanity as a shield to turn effects that target your mind against those around you.

Prerequisite: Base Will save +5.

Benefit: As an immediate action, whenever you are the target of a mind-affecting spell or spell-like ability, you can take 1 point of Wisdom damage to retarget the effect to another creature of your choice within the effect's range. The new target takes a –4 circumstance penalty on its saving throw, if any, against that effect.

Special: If you cannot take ability damage, you cannot select this feat.

Lichloved [Vile]

By repeatedly consorting with the undead, you gain dread powers.

Prerequisite: Evil Brand.

Benefit: Mindless undead see you as an undead creature. Becoming more and more like an actual undead creature, you gain a +1 circumstance bonus on saving throws against mind-affecting spells and abilities, poison, sleep, paralysis, stunning, and disease.

Master's Will [Vile]

The elder evil you serve is fickle in its rewards and punishments.

Prerequisites: Chosen of Evil or undead type, Evil Brand.

Benefit: As an immediate action, you can beseech the elder evil for assistance. Roll 1d20. If the result of the die roll is an odd number, you gain a +8 bonus on one attack roll, saving throw, ability check, or skill check for 1 round. If the result is even, you take 1 point of damage for each Hit Die or character level you possess.

You must make the decision to use this ability before making an attack roll, save, or check.

Murderous Intent [Vile]

Your favored enemies fear your savagery and inhumanity.

Prerequisites: Base attack bonus +9, favored enemy (any one).

Benefit: Choose one creature of a type or subtype you have selected as a favored enemy. As a full-round action, you can make a single melee attack against the chosen creature. If you deal at least 1 point of damage, that creature must make a Will save (DC 10 + 1/2 your character level + your Cha modifier). On a failure, it is overcome with dread and can take only a move action or a standard action on its next turn.

You automatically confirm any critical threats made against a favored enemy.

Reflexive Psychosis [Vile, Deformity]

In the face of adversity, you withdraw into the haunted corridors of your mind.

Prerequisite: Deformity (Madness).

Benefit: As an immediate action, you can gain damage reduction 5/— for 1 round. After using this ability, you are *confused* until the end of your next turn.

Slave to Evil [Vile]

You have pledged your soul to an elder evil. You gain benefits that grow more powerful as your master's sign intensifies.

Prerequisite: Chosen of Evil.

Benefit: You gain an aura of evil as if you were an evil outsider (see *detect evil*, *PH* 218). Whenever you are the target of an evil spell, decrease all variable numeric effects of the spell to their minimum possible values.

In addition, your abilities increase with the intensity of your master's sign. All effects are cumulative.

Faint: You gain a +2 profane bonus on saves against divine spells.

Moderate: You gain a +1 insight bonus on attack rolls and damage rolls against divine spellcasters.

Strong: You gain spell resistance equal to 11 + your character level against divine spells. If you already have spell resistance, it increases by 5 against divine magic.

Overwhelming: All divine spells cast within 30 feet of you are impeded, meaning that a divine spellcaster must succeed on a Spellcraft check (DC 20 + spell level) or lose the spell or spell slot with no effect.

Thrall to Demon [Vile]

You formally become a supplicant to a demon lord. In return for your obedience, you gain a small measure of that demon lord's power.

Prerequisite: Chaotic evil alignment.

Benefit: Once per day, while performing an evil act, you can call upon your demonic patron and gain a +1 luck bonus on any one attack roll, saving throw, ability check, skill check, or level check.

Vile Ki Strike [Vile]

You can focus evil power into your unarmed strike.

Prerequisite: Cha 15, Improved Unarmed Strike.

Benefit: Each time you deal damage with your unarmed strike, you deal an extra 1 point of vile damage.

Vile Martial Strike [Vile]

You can focus evil power into your weapon blows.

Prerequisite: Cha 15, Weapon Focus with the specified weapon.

Benefit: Each time you deal damage with a specific kind of weapon, you deal an extra 1 point of vile damage.

Special: You can take this feat more than once, selecting a different weapon each time.

Vile Natural Attack [Vile]

You can focus evil power into your natural attacks.

Prerequisite: Natural attack that deals at least 1d8 points of damage, base attack bonus +5.

Benefit: Each time you deal damage with your natural attack, you deal an extra 1 point of vile damage.

MALEFIC PROPERTIES

Elder evils are capable of incredible destruction. They wield devastating magic and possess an arsenal of potent attacks to work their wickedness. But such power alone offers little defense against the gods and their servants. Malefic properties are their safeguard against divine interference.

A malefic property is a supernatural ability, intrinsic to the very nature of an elder evil. An *antimagic field* can suppress its effect within a small area, but doing so requires a successful caster level check (1d20 + caster level) to overcome the elder evil's spell resistance. *Dispel magic* and *greater dispel magic* have no effect against a malefic property.

A malefic property affects an enormous area and might influence an entire world, depending on the power of the elder evil as measured by its Hit Dice.

Hit Dice	Radius of Influence
15 or fewer	10 miles
16–30	100 miles
31–50	1,000 miles
51+	Worldwide

All elder evils have anathematic secrecy (see below), which shields them from divination spells by divine casters. Each elder evil has one additional malefic property, chosen from the list that follows, as appropriate to its nature. The sample elder evils provided in this book can guide you in deciding on a suitable malefic property for one of your own design.

Malefic Properties

Property	Benefit
Anathematic secrecy	Immune to all divine divination spells and effects
Dark visiting	Send nightmares that deal Wisdom damage
Discord and woe	Incite killing rage in living creatures
Divine enervation	Prevent divine casters from regaining spells
Divine scourge	Burst of corrupt energy sickens and deals vile damage to divine casters and extraplanar creatures
Impervious to the divine	Immune to all divine magic
True death	Dead creatures can never be raised

PROPERTY DESCRIPTIONS

Each of the following malefic properties is possessed by at least one of the elder evils described later in this book.

Anathematic Secrecy

This malefic property shrouds an elder evil from discovery by divination spells of a divine origin.

Benefit: Any divine spell of the divination school automatically fails when used to ascertain information about an elder evil. Divination spells that are also arcane function normally if they are cast by a nondivine spellcaster.

This ability is always active.

Dark Visiting

An elder evil that has this property projects terrifying nightmares into the dreams of the gods' servants.

Benefit: Each living divine spellcaster who sleeps within the area of this malefic property must succeed on a Will save (DC 10 + 1/2 elder evil's HD + elder evil's Cha modifier) or be plagued with maddening dreams. Upon awakening, the caster takes 1d4+1 points of Wisdom damage and is fatigued for the remainder of the day. In addition, the caster does not benefit from the rest required to regain spells or spell slots, psionic power points, and the like.

An affected spellcaster whose Wisdom is reduced to half normal or lower by this effect is affected as if by an *insanity* spell (*PH* 244) while within the area of this malefic property.

This ability is always active.



Ancient evil infests the world and daunts the holy

Illus. by M. Coimbra

Discord and Woe

The presence of an elder evil that has this property incites violence and suffering.

Benefit: Each round as a standard action, an elder evil can force a single living creature it can see that is within the area of this malefic property to make a Will save (DC 10 + 1/2 elder evil's HD + elder evil's Cha modifier). On a failure, the creature's alignment changes to match that of the elder evil, and the target immediately enters a killing rage. This frenzy functions as a barbarian's rage ability, except that the affected creature must attack the closest creature each round it remains enraged. The raging creature takes 1 point of vile damage each round until it is killed or it manages to end the effect.

An affected creature is entitled to a new Will save each round to break free from the rage. If it succeeds, its alignment reverts to normal, but the creature might suffer other consequences of the frenzy, such as violating a code of conduct.

Divine Enervation

An elder evil that has this property can destroy the link between a deity and its mortal followers.

Benefit: All divine spellcasters lose the ability to regain spells so long as they remain within the area of this malefic property. This interdiction does not interfere with spellcasting.

This ability is always active.

Divine Scourge

An elder evil that has this property can punish deities' servants with a powerful surge of profane energy.

Benefit: Once per day, as a swift action, the elder evil can unleash a deadly pulse throughout the area of this malefic property. All divine spellcasters and extraplanar creatures within the area become sickened for 1d4 hours. In addition, each affected creature must succeed on a Fortitude save (DC 10 + 1/2 elder evil's Hit Dice + elder evil's Con or Cha modifier, whichever is higher) or take 1 point of vile damage per Hit Die of the elder evil.

Impervious to the Divine

An elder evil that has this property cannot be affected by divine magic of any kind, regardless of the source.

Benefit: The elder evil is immune to all divine spells, whether from a spellcaster or a magic item. It is also immune to spell-like and supernatural abilities of extraplanar creatures and deities.

This ability is always active.

True Death

The presence of an elder evil that has this property weakens the souls of living creatures so that they are lost on death.

Benefit: Any creature that dies within the area of this malefic property is forever dead. Its soul has not passed to the Outer Planes but has died with the body; the creature cannot be raised by any means. In addition, all spells and spell-like effects that have the death descriptor are cast at +4 caster level.

This ability is always active.



Illus. by J. Zhang

Behold the death of your world. There, cresting the horizon. Yes, that faint body is he, and he comes for me . . . for us all. Rejoice, for the end is near, and all life, all pain, all suffering shall be silenced in the perfect eternity of undeath."

—Caira Xasten,
mad astronomer and ur-priest

Atropus, the World Born Dead, drifts through the gulfs of space, searching for worlds to consume and, when it finds them, erasing all life with its gruesome touch. As the afterbirth of creation, it is committed to unmaking all things. Nothing, not even the gods, can halt its relentless progress.

BACKGROUND

Every sentient mortal race and culture has some explanation for its existence, some story or myth to describe the creation of the world and the birth of the ancestors. Since it is a rare case when two myths are identical, scholars of the subject sift through the rhetoric for commonalities believed to be present in all legends. Complications arise due to regional variations, translation errors, and the simple scarcity of reliable sources, all making the process of divining the roots of creation a daunting task.

Certain scholars have made breakthroughs by comparing dwarf creation myths, the oral tradition of the gray elves, and the collected writings of the lich Acererak, recovered from a strange tower deep in the Plane of Shadow. The findings have been disturbing, pointing to some primeval mishap—a horrible divine accident leading to the creation of something called the World Born Dead. **(Knowledge [religion] DC 33)**

According to the writings, creation was the result of a "prime mover." This being's identity varies with the particular story. Most scholars agree this entity must be the force behind the gods springing forth into existence from the primeval void. This force, idea, or being is called Atropus. **(DC 38)**

Some theologians believe the appearance of these divine agencies came with a dreadful price. In order for them to take shape, there must have been a sacrifice: For life to exist, there must be death. Atropus must have caused its own death and in that sense became the afterbirth of creation, the wasted materials left over from the formation of the gods. Furthermore, since the gods are living beings, and since life relies upon energy gained from the Positive Energy Plane, Atropus *must* be their inversion: death incarnate, drawing its own power, such as it is, from the Negative Energy Plane. **(DC 43)**

Little remains of the prime mover that made the supreme sacrifice, nothing more than a decaying, disembodied head, leaving in its wake cast-off necromantic detritus that floats

through the void. Perhaps atropals—the stillborn gods (*ELH* 159)—take their shape from these cast-off bits. Atropus is bound to unmake living things, to absorb their souls in an orgy of violence. Its touch is terrifying to witness, as countless barren worlds crawling with restless dead mutely testify. **(DC 48)**

GOALS

Atropus saps life from worlds it encounters, draining away energy as it draws ever closer to a planet. Once it comes near enough to a planet's gravity, the celestial body that is the elder evil enters a descending orbit, sweeping closer and closer and looming larger and larger in the night skies. The effects are terrifying. As the moonlet nears a planet's surface, the dead rise from their graves and, as Atropus fills the night sky, the twitching undead spread like a stain until nothing living remains. **(Knowledge [religion] DC 33)**

Atropus is self-aware, but not as mortals can conceive. Its memory extends back to the one moment when it brought forth the gods, and it has lamented this decision for all time. Stripped of its incredible power, it would undo its sacrifice. **(DC 38)**

To this end, Atropus devours life energy to replace what it gave. Into this sucking vacuum, it draws positive energy from those planets it encounters, but the negative energy constituting its existence instantly negates any life energy it takes. **(DC 43)**

Atropus knows this. It suspects that the instant all life is swept from the Material Plane, the gods must cease to be and, with their annihilation, so too will it find its own end. **(DC 48)**

ATROPUS IN THE CAMPAIGN

Atropus dwells in the emptiness between worlds. As it drifts, it casts out with its senses, sampling the emptiness for signs of life. Once it detects a living thing, it moves toward the source. Since it is such a distant threat, you can assume the elder evil has been around for as long as your campaign setting has existed, and has been traveling toward your world for any number of years. Once Atropus takes an interest in your world, place it in the heavens. It is indistinguishable from the other celestial bodies at the start, and as it comes closer it reveals its sinister character to coincide with the intensifying sign.

TIMELINE

What follows is a possible campaign timeline coded with Encounter Levels to help you construct adventures around the key events that might transpire as Atropus approaches.

EL 5: Caira Xasten, driven mad with grief at the loss of her husband, vows revenge on the gods. Having heard wild rumors of the World Born Dead, she sends out her minions to steal a manuscript held in a vault beneath a cathedral in one of the largest cities in your setting (good choices include Sharn, Waterdeep, and the Free City of Greyhawk). Her minions succeed and snatch the book, leaving scores of priests dead. The church hires the PCs to find out who was behind the robbery and recover the tome. The PCs manage to attain the book, but not before Caira has a chance to learn its mysteries.

EL 10 (Faint Sign): The priests contact the PCs once more. Having deciphered the old tome, the clerics suspect whoever sought the book intends to summon the World Born Dead. The manuscript offers few details, and the clerics have been unable to elicit any concrete answers from their god. They do uncover the name of another tome: The *book of vile darkness*. They ask the characters to locate this book before their enemy uncovers it. The PCs must research and follow up on leads to find its resting place, all the while facing innumerable cultists who seek the same end. To make matters worse, the PCs hear reports from all over about how the dead have begun to rise from their graves.

EL 15 (Moderate Sign): Sensing an opportunity to make a decisive strike against his ancient enemy, Orcus dispatches his legions, led by a bodak named Gorguth, to invade Demogorgon's layer, the Gaping Maw. This strike plunges the Abyss into widespread war, with demon lords and princes lining up against one another to settle old scores. The Dark Eight of the Nine Hells perceive this infighting as a weakness and for the first time mount a successful invasion into the Infinite Layers of the Abyss. During the interplanar wars, Gorguth forswears his allegiance to Orcus and leads his undead armies into the Material Plane through a *gate* created by cultists in the service of Atropus.

Meanwhile, Caira recovers the *book of vile darkness* and learns that the elder evil will come if a tragedy of terrible and

SIGN: RESTLESS DEAD

Atropus's presence in the sky causes the dead to rise from their graves.

Faint: Necromancy spells and spell-like abilities are cast at +2 caster level. Whenever a living creature dies, a 20% chance exists that it will spontaneously rise as a zombie (*MM* 265) in 1d4 rounds.

Moderate: As faint, but the chance of spontaneous animation increases to 40%. In addition, the entire campaign setting is affected as if by a *desecrate* spell (*PH* 218). Casting *consecrate* removes this effect in the spell's area until its duration expires.

Strong: As moderate, but the chance of spontaneous animation increases to 80%. Even creatures that died before this sign manifested begin to rise as skeletons or zombies, depending on the condition of their corpses. In addition, the campaign setting is affected as if by an *unhallow* spell (*PH* 297). Casting *hallow* removes this effect in the spell's area.

All conjuration (healing) spells and similar spell-like abilities are impeded, meaning that a caster must succeed on a Spellcraft check (DC 20 + the level of the spell) or lose the spell or spell slot without effect.

Overwhelming: As strong, but any creature that dies automatically rises as a zombie 1 round after death. Previously dead creatures automatically animate as skeletons or zombies. All undead creatures gain an extra 2 hit points per Hit Die. In addition, they gain turn resistance equal to one-quarter of their Hit Die total (1–7 HD grants +1 turn resistance, 8–15 HD grants +2, 16–23 HD grants +3, and so on). This bonus stacks with any turn resistance a creature already possesses.

widespread death were to occur. She researches the *apocalypse from the sky* spell (see the sidebar, page 21), during which time she sends out her minions to collect a sample of *angel tears* she intends to use to complete the casting of the spell. The PCs might be drawn into the fighting on the planes, join the battle against Gorguth, or follow up their leads about Caira.

EL 17 (Strong Sign): The undead outnumber the living, spreading like a cancer. Gorguth's armies beat back the defenders, filling their depleted ranks by turning their fallen adversaries into undead. Gorguth marches toward the metropolis where he intends to greet the elder evil when it arrives. Meanwhile, Caira completes her research and begins the daylong casting from her hidden base beneath the city. From one of her captured minions or another ally they met along the way, the PCs learn of her horrible plan and must decide whether they will stand against the fast-approaching undead army or seek out the ur-priest in the hope of halting her fell magic.

EL 20 (Overwhelming Sign): If the PCs stop Caira, it is a short-lived victory, for Gorguth approaches, and his hordes of demons and undead spill into the city, spreading death and destruction throughout. Alternatively, if the characters faced Gorguth and defeated him, Caira completes the spell and bathes everything in a 130-mile radius with fiery death, killing tens of thousands. This calamity is enough to awaken Atropus, and the moonlet begins to descend toward the planet. Surviving spellcasters cast *gate* spells to transport people to the Plane of Shadow, trying to save as many as they can, leaving the PCs as the world's last chance to stop Atropus. They must travel to the moonlet, brave the void, and find and defeat the aspect of Atropus before the moonlet reaches the planet's surface.



Aspect of Atropus

Illus. by Izzy

ATROPUS IN EBERRON

Given the elusive character of the gods in the EBERRON setting, it is not clear what or who Atropus is. The oldest mentions of this entity date back to the Age of Demons, marking Atropus's appearance during the climactic sacrifice of the couatls in their attempt to rid their world of the demons and force them to their native plane. In the millennia that followed, astronomers have commented on the passage of an anomalous comet that seems to appear whenever Dolurrh, Realm of the Dead, is coterminous with the Material Plane. Some theorize this comet is in fact Atropus of legend, and one day the World Born Dead will visit Eberron again.

Outside of the dragons peering into the heavens to divine the future, few comprehend the significance of the movements of the celestial bodies. If mortals knew the evil far above their heads, they would quake in their boots and seek refuge in the bowels of the earth. Indeed, only the Argonnessen dragons know what doom awaits them all, for they have identified a celestial object whose appearance occurred at the same time that Cyre became the Mournland. It is an odd thing moving through the Ring of Siberys. Some suspect magical manifestation, maybe a planar anomaly, but a few know the truth, and they do their best to push such thoughts from their minds, lest they draw its attention by dwelling on what many believe is the inevitable end of the world.

ATROPUS IN FAERÛN

Those few sages who even know of Atropus debate the origins of this elder evil. They agree that Atropus was spawned when Ao created the first gods, but where they differ is in how Atropus was formed. Some claim the elder evil gained awareness from the divine amniotic fluid surrounding the first god of death, while others claim Atropus was the last god Ao created, but it was stillborn. Atropus has never come close to Faerûn, but those aware of him are ever watchful of the heavens, waiting for the day when the moonlet circles the tapestry of night.

The moonlet is one of the drifting bodies forming the ring around the dull gray planet known as Glyth, one of the Five Wanderers that do not follow the ordinary paths of the stars. Little do the mortals of Faerûn realize the cataclysm affecting this distant world. Drawn by the widespread death and destruction meted out by mind flayer overlords, Atropus drew close, masking its approach behind the belt of debris forming the ring around the planet. While the illithids waged their interminable wars against the native humanoids, Atropus descended and wiped out all life, leaving Glyth an empty husk. Now Atropus turns its attention to Faerûn and begins its slide toward a world ripe for the taking.

ATROPUS

Atropus is as much a place as it is a being. It is a small moonlet spinning through the void, waiting to be ensnared by the pull of the planets it nears. To those on the surface of the chosen world, the elder evil appears as a speck in the sky. At night it is almost invisible, blending in with the darkness, but during twilight and dawn, it looks like a moving pinhole of darkness.

As it draws closer and its sign intensifies, it grows, expanding from a tiny dot to a small disk until it dominates the sky. Pitted and slick with the black slime of the putrid amniotic fluid of its birth, it hangs above, always drifting away from the light of the sun and lurking overhead when the sun has fled. It has the appearance of a huge chunk of black stone, but from certain angles, it looks like a great hairless head, black eyes glassy and soulless.

Atropus has no understandable personality and no inclinations other than craving the destruction of all living things. This rock is not uninhabited: Undead conjured from the darkest nightmares infest it. These horrors claim the craters for themselves, flitting through the shadows, ravenous for the energy of the living. The master of them all is the focus, an extension of Atropus's will.

The focus is a headless, human-shaped creature with flesh fossilized during Atropus's endless roaming through the cosmos. Closer inspection reveals that its foul body shares the same hideous coating that wells up from the rents and fissures on the moonlet's surface.

Aspect of Atropus — CR 23

hp 858 (66 HD); fast healing 20; **DR** 15/epic and good

LE Gargantuan undead (evil)
Init +5; **Senses** blind, blindsight 500 ft., true seeing; Listen +76
Aura negative energy (30 ft.)
Languages telepathy 1,000 ft., tongues

AC 43, touch 15, flat-footed 42; Dodge, Mobility
Immune anathematic secrecy (malefic property), cold, gaze attacks, elder evil immunities (page 6), undead immunities (*MM* 317)
Resist acid 20, fire 20, positive energy 10; **SR** 34
Fort +24, **Ref** +25, **Will** +42

Speed 50 ft. (10 squares); Spring Attack
Melee 2 slams +54 each (4d8+24/19–20 [on critical hit, death (Fort DC 67 negates) plus 1d6] plus Con drain plus energy drain)
Space 20 ft.; **Reach** 20 ft.
Base Atk +33; **Grp** +69
Atk Options Awesome Blow, Cleave, Combat Expertise, Great Cleave, Improved Bull Rush, Improved Overrun, Improved Sunder, Power Attack, Powerful Charge, Whirlwind Attack, aligned strike (evil, lawful), Constitution drain, energy drain, epic strike
Special Actions call meteor shower, create spawn, divine scourge (malefic property)
Spell-Like Abilities (CL 20th):
At will—*blight* (+53 melee touch, DC 25), *circle of death* (DC 26), *create greater undead*
3/day—quickened *circle of death* (DC 26), *meteor swarm* (DC 29), *waves of exhaustion*
1/day—*symbol of death* (DC 28), *wail of the banshee* (DC 29)

Abilities Str 58, Dex 13, Con —, Int 25, Wis 24, Cha 31
SQ nondetection, sign (restless dead)
Feats Ability Focus (energy drain), Awesome Blow, Cleave, Combat Expertise, Devastating Critical (slam)[ELH] (DC 67), Dodge, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (slam), Improved Initiative, Improved Sunder, Improved Toughness[LM], Lightning Reflexes, Mobility, Overwhelming Critical (slam)[ELH], Positive Energy Resistance[LM], Power Attack, Powerful Charge, Quicken Spell-Like Ability (*circle of death*), Spring Attack, Weapon Focus (slam), Whirlwind Attack
Skills Balance +70, Climb +93, Concentration +69, Escape Artist +70, Hide +58, Intimidate +79, Jump +32, Knowledge (arcana) +76, Knowledge (religion) +76, Listen +76, Move Silently +70, Spellcraft +86, Use Rope +1 (+9 bindings)

True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.

Negative Energy Aura (Su) All undead creatures within 30 feet gain +5 turn resistance and fast healing 5, while all living creatures gain five negative levels for as long as they remain in the area unless they have some protection against negative energy effects. Living creatures that have 5 or fewer Hit Dice are slain and rise as spectres after 1d4 rounds.

Tongues (Su) As the *tongues* spell; continuous; caster level 20th.

Constitution Drain (Su) Living creatures hit by the aspect of Atropus's slam attack must succeed on a DC 53 Fortitude save or take 1d6 points of Constitution drain. On each such successful attack, the aspect of Atropus gains 5 temporary hit points. These temporary hit points last for up to 1 hour, and an aspect of Atropus can gain a maximum number of temporary hit points equal to its normal hit point total.

Energy Drain (Su) Living creatures hit by the aspect of Atropus's slam attack gain three negative levels. The DC is 55 for the Fortitude save to remove a negative level. For each negative level bestowed, the aspect of Atropus gains 5 temporary hit points. There temporary hit points last for up to 1 hour, and an aspect of Atropus can gain a maximum number of temporary hit points equal to its full normal hit point total.

Call Meteor Shower (Su) The aspect of Atropus can sacrifice 50 hit points to call down a torrent of meteors. All creatures (including the aspect of Atropus) within a 100-foot radius take 10d6 points of bludgeoning damage and 10d6 points of fire damage. A DC 53 Reflex save halves this damage. After the meteor shower each square in the area becomes difficult terrain and costs 2 squares of movement to enter.

Create Spawn (Su) A living creature of size Huge or smaller slain by the aspect of Atropus becomes an angel of decay (see page 30) in 1d4 rounds. Spawn are under the command of the aspect of Atropus and remain enslaved until its death. They do not possess any of the abilities they had in life.

Divine Scourge (Su) Once per day as a swift action, the aspect of Atropus can cause all divine spellcasters and extraplanar outsiders within a 1,000-mile radius to become sickened for 1d4 hours. An affected creature must succeed on a DC 53 Fortitude save or take 66 points of vile damage.

Anathematic Secrecy (Su) The aspect of Atropus is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

CAIRA XASTEN

"I hate the gods. They took my love, my life, everything I am. I will punish them by taking from them what they most love: life. All your little lives that are so precious to them."

—Caira Xasten, ur-priest

Caira Xasten is a cruel ur-priest, a foul thief of divine energy who bends it to her will. Driven by an insane desire for revenge and emptied of compassion and mercy by the tragedies of her life, she seeks to lift the burden of her grief.

GOALS

Caira Xasten wants to destroy the world. She doesn't want power—she wants revenge. Years ago, her lover and colleague was struck down by a falling meteorite. The chances of such an accident were so slim that she blamed the gods. Robbed of a life with the one person she loved more than anything, she went insane and bent all her considerable resources to visiting ruin on those entities she despised. She cares nothing for her own life or for the deaths of those who stand in her way.

USING CAIRA XASTEN

Caira Xasten is a powerful adversary and one with unreasonable goals. For much of the campaign, she can be a faceless villain, a distant threat protected by layers of minions. The encounters the PCs have with her as the campaign unfolds should be through minions, such as when the minions steal the forbidden tome beneath the cathedral, attempt to harvest *angel tears*, or scour the land for the *book of vile darkness*. When she begins to cast *apocalypse of the sky* (see sidebar, page 21), the PCs should finally uncover her identity and confront her in the depths of her hidden lair.

Illus. by Izzy



Caira Xasten

DESCRIPTION

Time has not been kind to Caira. Whip-thin, tall, and fierce, she has a face that reveals the madness and corruption that has haunted her since she vowed service to Atropus. Her once-lustrous long, black hair now hangs loose and wild where it's not caught in tangles. Deep crow's feet stretch out from the sides of her red-rimmed eyes, and her mouth is frozen in a grimace. Caira wears tight-fitting gray breeches and a pale yellow shirt, both of which are pierced with small holes and covered with old stains from her experiments.

CAIRA XASTEN **CR 20**

hp 142 (20 HD)

Female human bard 5/rogue 5/ur-priest[CD] 10
NE Medium humanoid
Init +9; **Senses** Listen +12, Spot +12
Languages Celestial, Common, Infernal

AC 27, touch 20, flat-footed 27; uncanny dodge
Resist Insane Defiance, evasion; **SR** 20 (divine only)
Fort +13 (+14 against poison), **Ref** +20, **Will** +25; +10 against divine spells, +1 against disease, mind-affecting spells and abilities, paralysis, poison, sleep, and stunning

Speed 30 ft. (6 squares)
Melee *+2 frost rapier* +20/+15/+10 (1d6+4/18–20 plus 1d6 cold)
Base Atk +13; **Grp** +15
Atk Options Chosen of Evil (+6 bonus), sneak attack +3d6
Special Actions Evil's Blessing, bardic music 5/day (inspire competence, inspire courage +1, *fascinate* 2 targets, countersong), rebuke undead 7/day (+14, 2d6+14, 10th), steal spell-like ability
Combat Gear *potion of cure moderate wounds, wand of stoneskin* (8 charges)
Bard Spells Known (CL 5th):
2nd (2/day)—*blur, daze monster* (DC 16), *wave of grief*[SC] (DC 16)
1st (4/day)—*cure light wounds, silent image* (DC 15), *swift invisibility*[SC], *undetectable alignment*
0 (3/day)—*daze* (DC 14), *detect magic, ghost sound* (DC 14), *mage hand, prestidigitation, read magic*
Ur-Priest Spells Prepared (CL 16th):
9th—*apocalypse from the sky*[BoVD], quickened *mass inflict light wounds* (DC 22)
8th—corrupt *destruction* (DC 25), quickened *restoration*
7th—*blasphemy* (DC 25), *greater bestow curse*[SC] (+18 melee touch, DC 24), corrupt *cometfall*[SC] (DC 24), corrupt *ice flowers*[SC] (DC 24)
6th—*cometfall*[SC] (DC 23), quickened *divine interdiction*[SC] (DC 19), *greater dispel magic, heal, word of recall*
5th—corrupt *castigate*[SC] (DC 22), *crawling darkness*[SC], *doomtide*[SC] (DC 22), *morality undone*[BoVD] (DC 23), *summon undead V*[SC]
4th—*death ward, freedom of movement, poison* (+18 melee touch, DC 21), *restoration, wrack*[SC] (DC 22)
3rd—*bestow curse* (DC 21), *cure serious wounds* (3), *invisibility purge*
2nd—*align weapon, death knell* (DC 20), *desecrate, hold person* (DC 19), *inflict moderate wounds* (+18 melee touch, DC 19)
1st—*entropic shield, sign*[SC]
0—*detect magic, guidance, light, read magic, slash tongue*[BoVD] (2) (DC 18)

Abilities Str 15, Dex 20, Con 16, Int 15, Wis 24, Cha 18

SQ bardic knowledge +7, siphon spell power, trap sense +1, trapfinding
Feats Apostate[B], Chosen of Evil[B], Corrupt Spell[CD], Evil Brand, Evil's Blessing[B], Improved Initiative, Insane Defiance[B], Iron Will, Lichloved[B], Practiced Spellcaster (ur-priest)[CD], Quicken Spell, Spell Focus (evil)[CD], Weapon Finesse
Skills Bluff +17, Concentration +13, Decipher Script +15, Diplomacy +6 (+8 against evil creatures), Disguise +4 (+6 acting), Forgery +7, Gather Information +11, Intimidate +11 (+13 against evil creatures), Knowledge (arcana) +20, Knowledge (history) +10, Knowledge (local) +7, Knowledge (religion) +20, Knowledge (the planes) +10, Listen +12, Perform (oratory) +12, Profession (astronomer) +30, Search +7, Spellcraft +22 (+24 deciphering scrolls), Spot +12, Survival +7 (+9 on other planes, +9 following tracks), Use Magic Device +9 (+13 scrolls)
Possessions combat gear plus *+2 frost rapier, bracers of armor +7, cloak of resistance +5, gloves of Dexterity +6, periapt of Wisdom +6, angel tears* (for *apocalypse from the sky*), black sapphire (100 gp), unholy symbol marked with words of anathema (500 gp), diamond dust (300 gp)

Steal Spell-Like Ability (Su) Once per day when a creature that has a spell-like ability comes within 50 feet of Caira, she can steal the ability for herself. She can use this ability as often as the creature can or three times per day, whichever is fewer. She uses the ability as the creature does with regard to caster level and save DCs. She retains this ability for 24 hours. The creature victimized by this ability does not lose its spell-like ability when it is stolen.
Siphon Spell Power (Ex) Caira can sacrifice two spell slots (or more) to prepare one additional higher-level spell she can cast. Total the lower-level slots and then reduce them to three-quarters of that number to determine the extra higher-level spell slot.

Caira has used this ability to prepare quickened *mass inflict light wounds* (using a 9th-level slot) by sacrificing one 3rd-level, two 2nd-level, and five 1st-level spell slots.

GORGUTH

"The World Born Dead comes for the living. The time has come to make our strike. The time has come for the dead to rule."
—Gorguth

Loosed from the turmoil of the Infinite Layers of the Abyss, Gorguth commands a massive army of undead and demons. To prepare the way for its master, it leads its hordes to slaughter the living in a grand orgy of violence. Gorguth despises its existence and hopes to find release in the annihilation of the world.



Illus. by S. Srisuwan

Gorguth surveys its armies

GOALS

Sickened by Orcus's incessant plotting, Gorguth fled the Abyss for the Material Plane, where it gladly serves Atropus. Gorgoth follows this new entity not out of affection or loyalty but because it promises an end to the nightmare of existence. Gorguth spends its forces in appalling numbers, caring nothing for the cost; those they slay simply rise up to fill the depleted ranks.

USING GORGUTH

Gorguth is destruction incarnate. It should distract the PCs from attending to the larger threat, maybe even causing them to attribute the weird sign to it instead of the true source. Gorguth can be a menacing enemy, a whispered villain, or a looming threat. Use Gorguth to propel the story forward or to represent the upheaval and chaos resulting from Atropus's approach.

APOCALYPSE FROM THE SKY

A corrupt spell from *Book of Vile Darkness*, *apocalypse from the sky* requires a 1 day casting time, so Caira won't be using it in battle. If she does manage to cast the spell (for which she uses *angel tears* as a material component), she takes 3d6 points of Constitution damage and 4d6 points of Wisdom drain. Then, all creatures (including Caira) and objects within a 10-mile radius take 10d6 points of damage. Caira believes this catastrophe will draw the attention of Atropus.

DESCRIPTION

The Bleak General is terrifying. Beneath its black leather armor, fashioned from the cured faces of mortals it has slain, lies the wretched body of a bodak—genderless, black, and with an empty visage. When its endless legions march, Gorguth rides on the back of Skyshadow (its flying mount), surveying the movements of its forces and swooping down to embolden them and shore up flagging lines.

It's clear to anyone who survives a brush with its baleful gaze that something awful and alien drives this undead monster. Any trace of mercy or compassion was scourged from it ages ago by the endless torments of the demons and the countless engagements it has fought against many foes.

Gorguth CR 20

hp 142 (21 HD); **DR** 10/cold iron

Bodak ranger 2/fighter 1/blackguard 9
CE Medium undead (extraplanar)
Init +9; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Aura despair (10 ft.)
Languages Common

AC 35, touch 18, flat-footed 30; Dodge, Mobility
Immune electricity, undead immunities (*MM* 317)
Resist acid 10, fire 10
Fort +23, **Ref** +23, **Will** +21; +10 against divine magic
Weakness vulnerability to sunlight

Speed 20 ft. (4 squares); Spring Attack
Melee *+2 keen unholy bastard sword* +24/+19/+14/+9 (1d10+7/17–20 plus 2d6 against good) or
Melee *+2 keen unholy bastard sword* +22/+17/+12/+7 (1d10+5/17–20 plus 2d6 against good) and slam +19 (1d8+2 plus 1 vile)
Base Atk +16; **Grp** +21
Atk Options Cleave, Harvester of Souls, Improved Sunder, Master's Will, Power Attack, favored enemy humans +2, smite good 2/day (+4 attack, +9 damage), sneak attack +2d6
Special Actions death gaze, rebuke undead 7/day (+6, 2d6+11, 7th)
Combat Gear scroll of *inflict serious wounds*
Blackguard Spells Prepared (CL 9th):
4th—*inflict critical wounds* (+21 melee touch, DC 17)
3rd—*contagion, inflict serious wounds* (+21 melee touch, DC 16)
2nd—*death knell* (DC 15), *eagle's splendor, inflict moderate wounds* (+21 melee touch, DC 15)
1st—*boneblast*[BoVD] (2) (DC 14), *doom* (DC 14)
Spell-Like Abilities (CL 9th):
At will—*detect good*

Abilities Str 20, Dex 20, Con —, Int 6, Wis 16, Cha 19
SQ dark blessing, fiendish servant (none at present), overwhelming aura of evil, wild empathy +6 (+2 magical beasts)
Feats Apostate[B], Cleave, Dodge[B], Evil Brand[B], Exotic Weapon Proficiency (bastard sword), Harvester of Souls[B], Improved Initiative, Improved Sunder, Master's Will[B], Mobility, Murderous Intent[B], Power Attack, Spring Attack, Track[B], Two-Weapon Fighting[B], Vile Natural Attack (slam)[B], Weapon Focus (bastard sword)
Skills Diplomacy +4 (+6 against evil creatures), Hide +15, Intimidate +4 (+6 against evil creatures), Jump –1, Knowledge (religion) +9, Listen +11, Move Silently +18, Spot +11
Possessions combat gear plus *+4 shadow silent moves studded leather, +2 keen unholy bastard sword, ring of freedom of movement, ring of protection +3, amulet of natural armor +2, cloak of resistance +5, gloves of Dexterity +4,* 100 gp

Aura of Despair (Su) Opponents within 10 feet take a –2 penalty on saving throws.
Vulnerability to Sunlight (Ex) Gorguth takes 1 point of damage each round it's exposed to sunlight.
Death Gaze (Su) Death, range 30 feet, Fortitude DC 24 negates. A humanoid who dies from this attack is transformed into a bodak 24 hours later.

Gorguth rides Skyshadow, an enormous construct mount created by stripping the magical essence from a nightwing and binding it into the form of a construct. The creature carries Gorguth over immense battlefields, wreaking havoc upon the forces below.

Skyshadow CR 18

hp 209 (26 HD); **DR** 15/good and adamantine
CE Huge construct (extraplanar)
Init +10; **Senses** blindsight, darkvision 60 ft., low-light vision; Listen +3, Spot +32
Languages understand's master's orders

AC 33, touch 18, flat-footed 27
Immune construct immunities
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 30
Fort +14, **Ref** +20, **Will** +17

Speed 30 ft. (4 squares), fly 100 ft. (good); Flyby Attack, Hover, shadow flight
Melee bite +26 (2d6+9) and 2 claws +24 each (1d8+4) and 2 wings +24 each (1d8+4)
Space 15 ft.; **Reach** 10 ft.
Base Atk +19; **Grp** +36
Atk Options Snatch
Special Actions shadow clutch

Abilities Str 28, Dex 22, Con —, Int 4, Wis 16, Cha 18
SQ construct traits, bound to master, unholy grace
Feats Flyby Attack, Great Fortitude, Hover, Improved Initiative, Improved Toughness, Iron Will, Lightning Reflexes, Multiattack, Snatch
Skills Listen +3, Spot +32

Shadow Flight (Su) As a move action, Skyshadow can teleport itself and its rider adjacent to any creature under the effect of shadow clutch (see below).
Shadow Clutch (Su) When Skyshadow flies above a creature (any square of its space passes directly over a square of another creature's space) or hits a creature with a natural weapon, the creature is under Skyshadow's shadow clutch. At the start of Skyshadow's turn, each creature under shadow clutch must make a DC 27 Will save or take 2d6 points of damage. A successful save negates the damage, but does not end the effect.

This effect lasts for 10 rounds.
Bound to Master (Ex) If Skyshadow's master (currently Gorguth) is slain, Skyshadow becomes inert and, if flying, drifts to the ground at a rate of 10 feet per round. Its alignment becomes neutral, and its damage reduction becomes DR 15/adamantine. The creature who delivered the blow that killed the previous master can become the creature's new master or can designate a different master. When Skyshadow gains a new master, its alignment changes to match that master's and it's damage reduction changes to DR 15/good and adamantine if the master is evil or DR 15/evil and adamantine if the master is good.
Unholy Grace (Su) Skyshadow adds its Charisma bonus to its Armor Class and on saving throws. These bonuses are included in the statistics block.

THE MOONLET

Atropus *is* the moonlet, the location where the player characters confront the elder evil and drive it from their world. The moonlet is spheroid, 700 miles in diameter.

When the moonlet approaches close to the home world of your campaign setting (assuming Earth as the default), it takes up an orbit just outside the moon's orbit, about 250,000 miles from the surface of the world. (If your campaign setting features multiple moons, it begins its orbit outside the orbit of the most distant satellite.)

Once in position, the moonlet begins to circle the planet, entering a deteriorating orbit and picking up speed as it loses altitude. The rate of fall is up to you, but it should correspond with the progress of your campaign, the intensity of the sign, and the pace that best fits your needs. (Remember, this is a floating head in space, not an astrophysics project; don't worry too much about the time it takes for the moonlet to descend.)


Doom befalls your world

Illus. by Daarken

KEY FEATURES

The moonlet is not a pleasant place. It is barren and rocky, overrun with sharp spires of old stone, deep trenches, and mountainous ridges piled on top of each other. Bubbling up from the craters pocking the surface is a noxious tar. Debris picked up from countless worlds clutters the surface.

The moonlet remains on the dark side of the world, keeping the planet between it and the sun. As a result, the surface of the moonlet is dark, granting total concealment (50% miss chance) to all creatures on its surface.

The moonlet is a low-gravity environment. This has a number of effects, as follows.

- Increase speed for all movement types by 5 feet.
- A creature's carrying capacity doubles, and it gains a +10 circumstance bonus on Strength checks made to lift or move heavy objects.
- Creatures gain a +10 circumstance bonus on Strength-based skill checks.
- Creatures take a –2 circumstance penalty on attack rolls.
- Falling damage is reduced to 1d4 points of damage per 10 feet fallen.

The moonlet's surface functions as rugged mountain terrain (*DMG* 89), except that cliffs are 4d6×10 feet tall and chasms are 4d4×10 feet deep and measure 40 feet long.

The moonlet counts as being a minor negative-dominant environment. Each round a living creature remains within 60 feet of the moonlet's surface, it takes 1d6 points of damage (when not in combat, it is easier to convert it to 35 points of damage per minute). A creature reduced to 0 hit points crumbles to ash. A *death ward* spell prevents this damage.

Spells and spell-like abilities that use negative energy, including *inflict* spells, are maximized. Class abilities that use negative energy, such as rebuking or commanding undead, gain a +10 bonus on the roll to determine Hit Dice affected. Spells and spell-like abilities that use positive energy, including *cure* spells, are impeded (*DMG* 150), and characters take a –10 penalty on Fortitude saves made to remove negative levels.

DEFENSES

The moonlet has few defenses. The dangers of the void are enough to keep enemies at bay. Unless the moonlet is approached when it has already entered the atmosphere—at which point it is almost too late—characters must contend with the hazardous environment. After 3 rounds of exposure to the void, a living creature must make a successful DC 20 Constitution check or suffer excruciating pain, becoming stunned and remaining so until it returns to the atmosphere. Creatures that fail the check by 5 or more fall unconscious.

Creatures that require air are also subject to suffocation. Attempting to hold one's breath requires a DC 15 Constitution check every round. The DC increases by 1 each round. Even on a successful check, the creature takes 1 point of Constitution damage from the pressure. On a failed check, or when the creature stops holding its breath, it falls unconscious on the following round, and its hit points fall to 0. On the next round, the creature drops to –1 hit points and the round after, its hit points fall to –10 and the creature dies.

If the characters set foot on or fly above the moonlet, the undead infesting its surface spill forth. Each hour the characters remain within 60 feet of the surface, there's a 20% chance for a random encounter, as shown on the table below. If an encounter features a creature from a book you don't have, pick a result from a book you do have.

d%	Encounter	Average EL	Source
01–04	1d3 famine spirits	21	*MM2* 96
05–07	1 advanced deathshrieker	19	*MM3* 32
08–19	1 corpse gatherer	19	*MM2* 51
20–29	1 ragewind	19	*MM2* 173
30–47	1d8 angels of decay	19	*LM* 83
48–58	1d2 nightcrawlers	18	*MM* 195
59–75	1d4 nightwalkers	18	*MM* 196
76–88	1d6 nightwings	17	*MM* 197
89–100	1d12 dread wraiths	16	*MM* 258

ENCOUNTER AREAS

Given the moonlet's size, it could take an entire book to describe every location on its surface. The following are just a few of the locations appear on the vast "face" of Atropus.

A. The Ichor Sea (EL 10)

The two areas marked A on the map are part of a large sea of necromantic sludge formed from the decaying afterbirth of creation. The fluid about 200 feet deep a short distance away from the shoreline. The sea emits an aura of negative energy. All undead within 20 feet of the shore gain +6 turn resistance, +20 hit points, and a +4 profane bonus to Armor Class and on saving throws. Living creatures in the area targeted by negative energy effects such as *inflict* spells or spells that bewtow negative levels suffer the maximum possible effect (this has no effect on the saving throw required after having a negative level for 24 hours).

The Ichor Sea is treated as a major negative-dominant environment. Each round, a creature within the sludge must make a DC 25 Fortitude save or gain a negative level. (For the save required 24 hours later, use the same DC.) A creature whose negative levels equal its current levels or Hit Dice is slain, becoming an angel of decay (page 30) after 1d3 rounds. Each negative level bestowed grants the aspect of Atropus 5 temporary hit points. These hit points last for up to 1 hour.

B. The Great Depth (EL 7)

Piercing the side of the moonlet is an enormous pit 70 miles across with no visible bottom. Creatures coming within 20 feet begin to hear the susurrus of Atropus's hate. Living creatures exposed to these whispers must succeed on DC 30 Will saves or become overwhelmed by madness. Affected creatures become *confused* (*PH* 212) and take 1 point of Wisdom drain each round they remain within range. A creature is entitled to a new save each round to break free from the madness. Every point of Wisdom drained from a living creature grants the aspect of Atropus 5 temporary hit points. These hit points last for up to 1 hour.

Creatures falling into the pit descend 300 feet until they hit an underground offshoot of the Ichor Sea (area A). Such characters take 20d6 points of damage from the fall as well.

C. Crater

Craters created by meteors and other debris pock the moonlet's surface. The craters vary depending on the size of the object that struck the moonlet. A typical crater is 10 feet in diameter, 4 feet deep, and has a 1-foot-tall rim around the impact area. Loose rock (counting as difficult terrain) spreads out 10 feet in all directions.

Much larger craters, such as the ones marked on the map, are especially dangerous and usually inhabited by undead.

D. Inky Tears (EL 12)

Welling up from one of the Eyes of Death (see area H) is a bubbling torrent of hideous slime. This fluid has the same properties as the Ichor Sea, but the save DC is 35.

E. Bubbling Crater (EL Varies)

This crater is similar to all the other craters marring the moonlet's surface, except that from its depth rises a fetid black ooze—the bilious blood of Atropus. A random undead creature (or creatures) always attends this place.

All undead within 20 feet of the crater gain +10 turn resistance, damage reduction 10/good, and +50 hit points.

Living creatures touching the foulness at the bottom of the crater are affected as if they had come into contact with the Ichor Sea (see area A).

F. The Trench (EL 18)

The ground drops away, forming a deep trench between the Ichor Sea and the Great Depth. It extends some 30 feet down. Haunting the depths is a nightcrawler. It oozes forth from the trench wall and attacks any creatures it encounters.

Nightcrawler: hp 212 each; see *Monster Manual* 195 for statistics.

G. Vents (EL 10)

Spewing from 6-inch-diameter pits are streams of poisonous air. Characters who require air can breathe here, but each round they do, they must succeed on a DC 25 Fortitude save or take 2d6 points of Constitution damage. One minute later, they must succeed on a second save or take an additional 1d6 points of Constitution damage. Character slain by the poisonous air rise as dread wraiths (*MM* 258) after 1d6 rounds.

H. The Eyes of Death

Each spanning 40 miles across, these glossy black stones reflect no light, seeming to drink in everything shining on their surfaces. These black expanses are in fact the eyes of Atropus and, for as long as the PCs linger here, Atropus is aware of their presence. Touching the surface of a stone has the same effect as touching the Ichor Sea (area A). There is also a 10% chance each minute for the aspect of Atropus to lumber toward the characters from a random direction, 2d6×10 feet away.

All undead on the Eyes of Death gain +6 turn resistance, +20 hit points, and a +4 profane bonus to Armor Class and on saving throws. Living creatures in the area that are targeted by negative energy effects such as *inflict* spells or spells bestowing negative levels suffer the maximum possible effect.

FACING THE ASPECT OF ATROPUS

The aspect of Atropus can appear at any time you like once the player characters arrive at the moonlet. Atropus is no fool, and it generally won't send its minions against the PCs until it is prepared. However, the Focus might come on its own. Each time it gains temporary hit points, there's a 10% chance that the focus appears as described under area H.


The Moonlet
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Bone Field

Encounter Level 20

SETUP

The bone field is one of the few ruins on the moonlet's surface. The players can place their miniatures near any edge of the map. Don't place the dread boneyard (DB) on the map unless the PCs notice it (Spot DC 49). It hides in the bones.

When the players have finished arranging their miniatures, read:

Bones blanket the ground, with heaps of skulls staring into the emptiness of the void. Breaking through the debris is a pair of old pillars and the scattered blocks of a ruined structure. An altar of basalt, black with pale yellow veins, stands intact.

When a character comes within 15 feet of the dread boneyard, read:

Suddenly the bones tremble, pulling together until they assemble into the form of a serpentine horror capped with the skull of a terrifying beast.

2–4 Red Dragon Skeletons — CR 8

hp 142 (19 HD); **DR** 5/bludgeoning

NE Huge undead (fire)
Init +5; **Senses** darkvision 60 ft.; Listen +0, Spot +0

AC 12, touch 9, flat-footed 11
Immune cold, fire, undead immunities (*MM* 317)
Fort +7, **Ref** +8, **Will** +9

Speed 40 ft. (8 squares)
Melee bite +18 (2d8+11) and
2 claws +13 each (2d6+6) and
2 wings +13 each (1d8+6) and
tail slap +13 (2d6+16)
Space 15 ft.; **Reach** 10 ft.
Base Atk +9; **Grp** +28

Abilities Str 31, Dex 12, Con —, Int —, Wis 10, Cha 1
Feats Improved Initiative
Skills Listen +0, Spot +0

While in the area of the enhanced *desecrate* effect around the altar, the young adult red dragon skeletons have the following changed statistics:
hp increase by 19
Fort +8, **Ref** +9, **Will** +10
Melee bite +19 (2d8+12) and
2 claws +14 each (2d6+7) and
2 wings +14 each (1d8+7) and
tail slap +14 each (2d6+17)
Grp +29

Dread Boneyard[LM] — CR 20

hp 348 (41 HD); fast healing 10; **DR** 10/—

CE Gargantuan undead
Init +6; **Senses** darkvision 60 ft.; Listen +49, Spot +49
Languages Abyssal, Common, Terran

AC 32, touch 8, flat-footed 30; Dodge
Immune cold, undead immunities (*MM* 317)
Resist positive energy 10; **SR** 28
Fort +16, **Ref** +18, **Will** +28

Speed 25 ft. (5 squares), fly 60 ft. (good)
Melee bite +33 (4d8+22/19–20 plus bone subsumption)
Space 20 ft.; **Reach** 15 ft.
Base Atk +20; **Grp** +47
Atk Options Cleave, Combat Reflexes, Power Attack, bone subsumption, improved grab, utter subsumption
Special Actions summon skeletons

Abilities Str 39, Dex 14, Con —, Int 18, Wis 20, Cha 24
Feats Ability Focus (bone subsumption), Cleave, Combat Reflexes, Dash[CW], Dodge, Great Fortitude, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Improved Toughness[LM], Lightning Reflexes, Positive Energy Resistance[LM], Power Attack, Weapon Focus (bite)
Skills Balance +46, Climb +58, Hide +34, Jump +58, Listen +49, Move Silently +46, Search +48, Spot +49, Survival +5 (+9 follow tracks)

Bone Subsumption (Su) On a successful bite attack by the dread boneyard, the target must succeed on a DC 39 Fortitude save or take 2d4 points of Strength, Dexterity, and Constitution damage. This ability works only against creatures that have skeletal structures of bone (constructs, elementals, oozes, and plants are immune).
Improved Grab (Ex) To use this ability, a dread boneyard must hit a Huge or smaller opponent with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can try to use its utter subsumption ability.
Utter Subsumption (Su) If a dread boneyard wins a grapple check after using its improved grab ability, it attempts to pin the target on its next action. A dread boneyard that begins its turn with a victim still pinned and that succeeds on one more grapple check kills its victim.
Summon Skeletons (Su) A dread boneyard can summon undead creatures from its own body once per day. After 1d10 rounds, 3–6 troll skeletons or 2–4 young adult red dragon skeletons appear and serve for 1 hour before being reabsorbed into the dread boneyard's body.

While in the area of the enhanced *desecrate* effect around the altar, the dread boneyard has the following changed statistics:
hp increase by 41
Fort +17, **Ref** +19, **Will** +29
Melee bite +34 (4d8+23 plus bone subsumption/19–20)
Grp +48

Features of the Area

Altar: The altar is dedicated to Atropus, erected eons ago by an undead servitor. A *detect evil* spell reveals that the altar radiates strong evil. It is also the center of a supernatural effect equivalent to a *desecrate* spell. This effect, because of the presence of the altar, stacks with the normal *desecrate* effect already present throughout the area because of the restless dead sign. For characters within the affected area, checks made to turn undead take a –6 profane penalty. Undead in the area gain an additional +1 profane bonus on attack rolls, damage rolls, and saving throws, as well as an additional +1 hit point per Hit Die. (These modifiers are noted in the creatures' statistic blocks.) *Animate dead* spells cast within the area create double the normal of undead (4 HD per caster level). Casting *consecrate* in the area suppresses the entire *desecrate* effect (not just the additional benefits to the undead) for 1d4 rounds.

Bones: The DC of Balance, Move Silently, and Tumble checks made in squares containing bones increases by 5. It costs 2 squares of movement to enter a square with bones. A character falling prone in a bone-filled square takes 1d6 points of piercing damage.

Crater: It costs 2 squares of movement to enter a square containing a crater. A creature in a crater also has cover, and so gains a +4 bonus to AC. All adjacent squares count as being covered in scree, increasing the DC of Balance, Move Silently, and Tumble checks made in these squares by 2.

Fallen Pillar: The fallen pillars stand 4 feet high and provide cover. It costs 5 feet of movement to cross a fallen pillar.

Ridge: A ridge is surrounded by a gradual slope, which grants a +1 bonus on melee attacks against foes on lower ground. Likewise, creatures standing on top of the ridge gain a +1 bonus on melee attacks against foes on the slope.

Treasure: A DC 20 Search check uncovers one of the following items for each minute the PCs sift through the bones: 332 pp; 504 pp; 820 pp; a silver comb with strange glowing gemstones (7,000 gp); a signet ring depicting an alien crest (3,500 gp); a brocade jacket (150 gp); an adamantine crown set with emeralds (8,300 gp); a frozen *potion of neutralize poison;* a *stone golem manual;* a *staff of illumination;* and a divine scroll of *dimensional anchor, magic circle against evil,* and *remove curse.*



TACTICS

The dread boneyard responds to the PCs, using its summon skeletons ability to bring forth 1d3+1 young adult red dragon skeletons. The skeletons charge on their first action, each against a different character. Every round thereafter, they take full attack actions as long as opponents are within reach.

Meanwhile, the dread boneyard attacks the closest divine spellcaster. On its first attack, it employs Power Attack (–5 attack, +10 damage). On a hit, it uses its bone subsumption ability and then uses improved grab. Both it and its opponent make grapple checks. If the dread boneyard wins the check, it drags the opponent into its space. On its next action, it tries to pin the target to set up its utter subsumption ability. On a success, its next action is to attempt yet another grapple check to kill the target.

CONCLUSION

The enhanced *desecrate* effect around the altar as well as the hostile environment make this encounter more challenging. Characters who defeat the dread boneyard should receive 125% of the normal experience award.

DEEP CRATER

Encounter Level 21

SETUP

The evolved atropal scion (A) hides in the crater, unnoticeable unless the PCs approach from overhead. The two famine spirits (F) lurk in the Ichor Sea. The players place their miniatures on the edge of the map from the direction they approached the encounter.

When the PCs have placed their miniatures, read:

A deep crater forms a depression in the surface of the moonlet. The impact must have been impressive, since cracks spread out from the impact site. A 5-foot-tall lip forms a ring around the hole. Broken rock and scree spreads out in all directions. A filthy black lake stretches north.

EVOLVED[LM] ATROPAL SCION[LM] — CR 19

hp 187 (25 HD); fast healing 20; **DR** 15/adamantine and magic

CE Large undead
Init +5; **Senses** darkvision 60 ft.; Listen +36, Spot +36
Aura negative energy (60 ft.)
Languages Abyssal, Celestial, Common, Infernal

AC 35, touch 21, flat-footed 34
Immune undead immunities (*MM* 317)
Resist positive energy 10
Fort +19, **Ref** +22, **Will** +31

Speed fly 30 ft. (good)
Melee slam +20 (2d6+13)
Space 10 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +25
Atk Options magic strike
Special Actions death gaze, rebuke undead 14/day (+13, 2d6+36, 25th)
Spell-Like Abilities (CL 20th):
3/day—*animate dead,* maximized *circle of death* (DC 25), quickened *cone of cold* (DC 24), *confusion* (DC 23), *create undead, desecrate, dispel magic, hold monster* (DC 24), *invisibility, plane shift* (+20 melee touch, DC 26), *see invisibility, speak with dead,* quickened *teleport*

Abilities Str 29, Dex 13, Con —, Int 16, Wis 22, Cha 32
SQ undead traits
Feats Ability Focus (death gaze), Alertness, Improved Initiative, Improved Toughness[LM], Lightning Reflexes, Maximize Spell-Like Ability[CAr] (*circle of death*), Positive Energy Resistance[LM], Quicken Spell-Like Ability (*cone of cold*), Quicken Spell-Like Ability (*teleport*)
Skills Intimidate +39, Knowledge (arcana) +31, Knowledge (history) +31, Knowledge (religion) +31, Listen +36, Move Silently +29, Spot +36

Negative Energy Aura (Su) All undead in the aura including the atropal scion gain +4 turn resistance and fast healing 5. Living creatures within the aura count as having two negative levels. Living creatures that have 2 Hit Dice or fewer are slain and rise as wights (*MM* 255) under the atropal scion's control 1 minute later.
Death Gaze (Su) Death, range 60 feet, Fortitude DC 35 negates. A humanoid that dies from this attack is transformed into a wight 24 hours later.
Unholy Grace (Su) An evolved atropal scion adds its Charisma bonus to its Armor Class and on saving throws.

2 FAMINE SPIRITS[MM2] — CR 19

hp 208 each (32 HD); fast healing 10

NE Medium undead
Init +4; **Senses** darkvision 60 ft., see invisibility, scent; Listen +37, Spot +37
Aura pain (60 ft., DC 28)
Languages Abyssal, Common, Infernal

AC 18, touch 10, flat-footed 18
Immune undead immunities (*MM* 317)
Fort +10, **Ref** +10, **Will** +20

Speed 60 ft. (12 squares)
Melee bite +19 (1d8+3/19–20 [on critical hit, vorpal bite]) and
2 claws +17 each (1d6+1)
Base Atk +16; **Grp** +19
Atk Options Cleave, Combat Expertise, Great Cleave, Improved Bull Rush, Improved Sunder, Improved Trip, Power Attack, vorpal bite

Abilities Str 16, Dex 11, Con —, Int 14, Wis 15, Cha 15
SQ undead traits, create spawn, ethereal jaunt
Feats Blind-Fight, Cleave, Combat Expertise, Great Cleave, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Sunder, Improved Trip, Multiattack, Power Attack
Skills Balance +35, Climb +38, Jump +50, Listen +37, Search +37, Spot +37, Survival +2 (+6 follow tracks)

See Invisibility (Su) As the *see invisibility* spell; always active; caster level 20th.
Aura of Pain (Su) A famine spirit radiates a continual *symbol of pain* effect (Fort DC 28 negates) as a 60-foot-radius emanation. The effect imposes a –4 penalty on attack rolls, skill checks, and ability checks. A creature that fails its save is affected while within the area and for 10 minutes after leaving it. A successful save makes a creature immune to that famine spirit's aura for 24 hours.
Vorpal Bite (Ex) A critical hit with a famine spirit's bite attack against a Large or smaller opponent severs the victim's head.
Create Spawn (Su) A humanoid or monstrous humanoid of Medium or smaller size killed by a famine spirit rises after 1d3 days as a famine spirit under the famine spirit's control. The creature does not possess any of the abilities it had in life.
Ethereal Jaunt (Su) As the *ethereal jaunt* spell; 3/day; caster level 20th.

When a character moves 10 feet or more onto the map, place the two famine spirits where indicated and read:

Rising from the fetid waters are two corpulent humanoids, their rolls of fat glistening with slime. They have pale green skin marked with rot. Large heads top their rotund bodies, and their massive maws are filled with decaying teeth. They move with incredible swiftness, lumbering toward you, jaws snapping with eagerness.

If the characters move to engage the famine spirits or 2 rounds after combat begins, read:

You spy a clot of rotten flesh lifting free from the crater. It has a hairless, misshapen head with dark glassy eyes. Its too-thin arms end in tiny clawed hands twitching with unlife, while atrophied legs hang useless below its rotten form.

TACTICS

The famine spirits work together against a single foe. At the start of combat, they are within range of the evolved atropal scion's negative energy aura, so they gain +4 turn resistance (the fast healing from the aura doesn't stack with their natural fast healing). They attack the closest PC. The first famine spirit uses Improved Sunder to shatter the character's weapon. Both it and its target make opposed attack rolls. If the famine spirit beats the PC, it deals 1d8+3 points of damage to the weapon (*PH* 158).

The other famine spirit uses Improved Trip to knock down the PCs. The famine spirit makes a Strength check (+7 modifier) against the defender's Strength or Dexterity check. If the famine spirit wins, the character falls prone. If the character wins, she can make a Strength check against the famine spirit's Strength check to try to trip it (*PH* 158).

Thereafter, the famine spirits use full attacks in the hope of delivering their vorpal bite. They use Power Attack if they're hitting.

While the PCs contend with the famine spirits, the evolved atropal scion rises up from the crater. It casts *hold monster* on a character fighting one of the famine spirits. In the second round, it uses its death gaze on any PC it can target and follows up with a quickened *cone of cold*. If any PCs approach the atropal scion, it uses its death gaze and then casts quickened *teleport* to put itself between the famine spirits and the adventurers.

CONCLUSION

The dangerous environment and the difficult combination of creatures makes this combat more challenging than its EL would indicate. Characters defeating the creatures gain 150% of the normal experience award.

Features of the Area

Small Crater: It costs 2 squares of movement to enter a square containing a small crater. A creature in a small crater also has cover, and so gains a +4 bonus to AC.

Debris: Squares covered in debris increase the DC of Balance, Move Silently, and Tumble checks by 2.

Deep Crater: The deep crater is roughly 20 feet wide and 50 feet deep. The crater emanates a field of negative energy. Each round a living creature remains in a square adjacent to the deep crater, that creature gains one negative level. If a creature's negative levels equal or exceed its Hit Dice or class levels, the creature is slain, rising up as an angel of decay in 1d4 rounds. It retains none of its former abilities.

The Ichor Sea: The Ichor Sea emits an aura of negative energy. All undead within 20 feet gain +6 turn resistance, +20 hit points, and a +4 profane bonus to Armor Class and on saving throws. Living creatures in the area that are targeted by any negative energy effects (such as *inflict* spells or spells that bestow negative levels), suffer the maximum possible effect.

The Ichor Sea is far more dangerous to those that touch it. Living creatures must succeed on a DC 35 Fortitude save for each round of contact or gain a negative level. Creatures that gain negative levels equal to or greater than their Hit Dice are slain and rise as angels of decay in 1d3 rounds. The DC to remove a negative level after 24 hours is 35. Each negative level bestowed grants the aspect of Atropus 5 temporary hit points. These hit points last for up to 1 hour.



Angels of Atropus

Encounter Level 20

SETUP

Six angels of decay (A) prowl the area here. The players can place their miniatures along a map edge based on the direction of their approach.

When the players have finished placing their figures, read:

You look out over the vast black stones called the Eyes of Death. Narrow, glowing crevices mar the surface like a grotesque web of veins.

Six disgusting figures fly above the blasted stone on rotting wings. They have the vague shapes of angels, but chunks of skin slough from their bodies and float away into the void.

TACTICS

At the start of combat, the angels of decay are 60 feet above the moonlet's surface. As poor flyers, they can make 45-degree turns for every 5 feet of movement, and they can descend at double speed (100 feet). Each lands in a space that will put it within reach of a PC. Each angel attacks a different character; they double up if there are more of them than there are PCs.

After the angels of decay land, the PCs are subject to the angels' rotting aura as long as the angels remain on the ground.

In melee, the angels of decay use Power Attack (included in the statistics block) to boost damage. Characters struck by two or more attacks take additional damage, and the angel of decay dealing the damage heals 5 hit points.

Combat attracts the attention of Atropus. In the round after combat begins, the elder evil dispatches its aspect (see page 19 for full statistics). It arrives from a random direction after 1d6 rounds.

When the aspect of Atropus appears, read:

An enormous, headless, human-shaped monstrosity lumbers into view. Its petrified flesh is coated with a slick layer of black ichor. The creature radiates malice and rage as though it is an extension of Atropus itself, come to obliterate these intruders once and for all.

Once here, the aspect of Atropus bolsters the remaining angels of decay with its negative energy aura, granting all undead within 30 feet +5 turn resistance and fast healing 5 (this benefit stacks with that from the Eyes of Death). In addition, living creatures within the aura gain five negative levels for as long as they remain in the area. The aspect of Atropus then sacrifices 50 hit points to call down a meteor shower. This attack affects the aspect of Atropus and the angels of decay as well as their enemies.

As long as the PCs do not confront the focus, it hangs back and uses spell-like abilities, starting with *wail of the banshee* and then *meteor swarm*. If it is the last creature in the combat, it uses call meteor shower as long as it has at least 300 or more hit points.

6 Angels of Decay^LM — CR 15

hp 198 each (26 HD); **DR** 10/adamantine and magic

CE Large undead
Init +6; **Senses** darkvision 60 ft.; Listen +29, Spot +29
Aura rotting (15 ft., DC 27)
Languages Abyssal, Common

AC 28, touch 15, flat-footed 26
Immune undead immunities (*MM* 317)
SR 24
Fort +14, **Ref** +18, **Will** +26

Speed 30 ft. (6 squares), fly 50 ft. (poor)
Melee 2 claws +25 each (2d6+13) and 2 wing slams +20 each (1d6+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +30
Atk Options Cleave, Combat Reflexes, Power Attack, magic strike, rotting touch

Abilities Str 37, Dex 14, Con —, Int 20, Wis 20, Cha 18
SQ unholy grace
Feats Cleave, Combat Reflexes, Great Fortitude, Improved Initiative, Improved Toughness^LM, Iron Will, Lightning Reflexes, Power Attack, Toughness
Skills Concentration +29, Diplomacy +6, Hide +27, Intimidate +33, Knowledge (arcana) +29, Listen +29, Move Silently +26, Search +29, Sense Motive +29, Spellcraft +34, Spot +29, Survival +5 (+7 following tracks)

Rotting Aura (Su) When the creature is not flying, at the end of each of an angel of decay's turns, any corporeal creature within 15 feet of it must succeed on a DC 27 Reflex save or take 5d6 points of damage (half on a successful save). In addition, a living creature must also succeed on a DC 27 Will saving throw or become nauseated for 1 round.

Each round a creature takes damage from an angel of decay's rotting aura, the angel heals 5 points of damage.

Rotting Touch (Su) An angel of decay that hits a single foe with more than one attack in a round causes that creature's flesh to rot, dealing an additional 1d6+6 points of damage. Each time this occurs, the angel of decay heals 5 points of damage.

Unholy Grace (Su) An angel of decay adds its Charisma bonus to its Armor Class and on saving throws. These bonuses are included in the stat block.

Features of the Area

Crater: It costs 2 squares of movement to enter a square containing a crater. A creature in a crater also has cover, and so gains a +4 bonus to AC.

Debris: Squares covered in debris increase the DC of Balance, Move Silently, and Tumble checks by 2.

Eyes of Death: This entire encounter takes place on one of the Eyes of Death. Creatures touching the surface must succeed on a DC 30 Fortitude save for each round of contact or gain 1d6 negative levels. Creatures that gain negative levels equal to or greater than their Hit Dice are slain and rise as angels of decay in 1d3 rounds. The DC to remove a negative level after 24 hours is 30. Each negative level bestowed grants the aspect of Atropus 5 temporary hit points. These hit points last for up to 1 hour.

All undead on the Eyes of Death gain +6 turn resistance, +20 hit points, and a +4 profane bonus to Armor Class and on saving throws. Living creatures in the area targeted by any negative energy effects (such as *inflict* spells or spells bestowing negative levels) suffer the maximum possible effect.

Veins of Atropus: A creature that is standing on one of these cracks counters the effect of the Eyes of Death. It does not gain negative levels from the eyes, nor does it suffer the maximum effect from negative energy effects. When the creature attacks undead or affects them with a spell or special ability, those undead do not gain the bonus to turn resistance, to AC, or on saves from the Eyes of Death. (The undead do not have to be on the veins of Atropus, just the attacker does.)

These cracks are narrow, and there is no danger of falling into one of them.



Once it exhausts its spells or when the characters engage it in melee combat, it uses Whirlwind Attack to make attacks against each PC within reach. Its slam attacks deal Constitution drain and bestow negative levels. It alternates its attacks with Improved Sunder to destroy weapons capable of bypassing its damage reduction.

CONCLUSION

When the aspect of Atropus is defeated, read:

The moonlet halts its progress, hanging motionless in the sky. Great tremors ripple across the surface, causing the ground to crack and buckle. A deep and mournful moan fills the air, issuing forth from the Great Pit.

The moonlet's surface rumbles as if under the effect of an *earthquake* spell, requiring all characters to succeed on DC 15 Reflex saves or fall down. Fissures tear open, and all creatures on the ground have a 25% chance of falling into one (Reflex DC 20 to avoid). The tremors last for 1d6 rounds, at which point the whole moonlet seems to contract—killing anyone or anything still trapped in a fissure.

Then the moonlet rockets away from the world, moving at a speed of 40,000 feet. Characters still on the surface are carried with the moonlet. As it moves away from the world, Atropus's sign ends, and creatures animated by its effects collapse, lifeless.



Illus. by E. Widermann

Madness dwells on the mountaintop, where feral tribesfolk feast on human flesh and dance in worship of the darkness. Their song can be heard even now, calling out to their father to bring the eternal cold, the endless darkness of death."

—From the bloodstained journal of an unnamed traveler

A mote of alien thought given form and flesh, Father Llymic is not of this world. He dwells in an icy prison, awaiting a time when the world will be right for his coming. As his age of freezing darkness draws near, his brood begins to appear, stalking the wastes in preparation for his reign. If he is released from his prison, the entire world will be covered in a deadly glacier, removed from light and hope for all time.

BACKGROUND

The ancient elves spent much of their time in near-endless research and study. When the world's mysteries were unraveled, they turned their minds to what lies beyond. The vast and varied planes of existence fascinated them, yet they still sought farther. The most powerful among them wanted to know what lay beyond the planes. As part of their work, the elves constructed a great many gates and portals to other worlds and planes of existence. In attempting to peer beyond the veils of infinity, they finally built their greatest creation: the Vast Gate, designed to pierce the boundaries of the planes. What they found destroyed them.

Legend holds that the Vast Gate opened a rift in reality, allowing a glimpse into a place known only as the Far Realm. This place of alien geometry, maddening thoughts, and toxic natural law was antithetical to mortal life. Even as the elves tried to close the gate, strange things slipped through, forever tying the world to the Far Realm. Although many of these entities have surfaced over the years only to be banished or destroyed, some remain to spread their foul taint. The records are far from clear, but the name of Father Llymic appears more than once. (**Knowledge [the planes] DC 28**)

Creatures of the Far Realm do not obey natural laws; their alien nature is deadly to those who come in contact with them. However, the world can affect them in strange ways as well. Ancient records made by the Vast Gate survivors note that some of the Far Realm entities could not live in the world. Some died unnatural deaths, while others merely ceased to function, going into a sort of dormancy until conditions would be right for them to thrive. One such entity seemed to have an aversion to light. Although it was paralyzed, some aspect of this creature remained able to send illusory projections, beckoning the unwary to visit

his unmoving form. These projections gave Father Llymic his name, since the twisted monstrosity was hidden beneath an illusion of a kindly old man. **(DC 33)**

Although dormant, Father Llymic still proved deadly. Those fooled by his illusions were soon tainted by his corruption and had to be destroyed. Although exposing him to light caused dormancy, it also caused his form to radiate waves of deadly cold. Soon, sheets of ice began to engulf his body. The elves moved him to a mountaintop, where his chill would not harm anyone and the light of the sun might keep him dormant forever. The few remaining caretaker elves eventually died, and Father Llymic was forgotten. **(DC 38)**

Legends about Father Llymic grow vague beyond the confines of his mountain prison. Some rumors hold that the last great age of ice can be attributed to him, when darkness covered the land and he was nearly freed from his lethargy. One tale speaks of icy alien creatures that wear the tattered clothing of mountain barbarians and prowl the high passes, bringing freezing darkness with them wherever they go. **(DC 43)**

GOALS

Father Llymic has never stirred on this world and his alien thoughts are inscrutable to mortals. His terrifying projection and unnatural children seek to change the world to one more suitable to his existence. At the very least, the world of Father Llymic is one of endless darkness and deadly cold. If he wakes, nothing would survive aside from Father Llymic and his chosen brood. **(Knowledge [the planes] DC 28)**

Father Llymic's first goal is to be released from his prison of ice. Light of any sort causes the walls to thicken, but darkness causes them to melt. Fortunately, the power of the sun is such that even over long winter nights, his prison has never come close to melting. **(DC 33)**

With each creature perverted by his touch, Father Llymic's power grows. As it does, the sun begins to dim, its light drawn out to keep the prison secure. If he becomes strong enough, the sun itself would grow dark. **(DC 38)**

With the darkening of the sun, Father Llymic might finally live. Once he is free to bring his vision of reality to the world, it would become a mirror of his alien home, a frozen paradise of madness and death. **(DC 42)**

FATHER LLYMIC IN THE CAMPAIGN

Father Llymic sleeps in an icy prison atop one of the world's tallest mountains. Locked away inside a glacier, he beckons any who draw near to his form so that they might be transformed into his servants. With each new servant, he gains more of the strength needed to fully rouse.

Since he lurks in such an inhospitable place, this elder evil is easy to add to any campaign. Only when Father Llymic approaches his full might does the effect become noticeable, as the sun begins to lose the power to contain him. The terrain easily hides his brood, and travelers and remote mountain clans go missing all the time. Only the most thorough chronicler might notice that one mountain in particular is full of strange tales regarding missing travelers and reclusive natives. The obvious sign of Father Llymic's coming—the darkening of the sun—means that it is almost too late to stop him from waking.

Timeline

What follows is a possible campaign timeline with Encounter Levels to help you construct adventures around the key events that might occur as Father Llymic awakens.

EL 7: An entire caravan disappears while traveling through a nearby mountain pass. Headed by Tierad Rynesten, the adventuresome daughter of a nobleman, the caravan left three weeks ago but has not been heard from since. Tierad's father seeks out adventurers to track down the caravan and rescue his daughter. Unfortunately for Tierad, he ran afoul of a tribe of barbarians living in the mountain—a tribe that secretly venerates the frozen god that dwells on the peak. Although many of the drovers have been sacrificed or eaten, some remain to be taken to Father Llymic for his blessed touch. If the PCs free Tierad, she tells them of the strange rituals practiced by the barbarians and the

SIGN: DEAD SUN

The dead sun diminishes natural and magical lighting until the sun no longer rises.

Faint: The radius of illumination from natural light sources (both bright light and shadowy illumination) drops to half normal, to a minimum of 5 feet. Sunrise occurs 1 hour later than normal, and sunset occurs 1 hour earlier than normal.

Moderate: All spells and spell-like abilities that have the darkness descriptor are enhanced: They are cast as though affected by the Extend Spell feat, but do not require higher-level spell slots or longer casting times?. The radius of illumination from natural light sources drops to 5 feet. Sunrise occurs 2 hours later than normal, and sunset occurs 2 hours earlier. Finally, average temperatures drop by 2 degrees all over the world.

Strong: All spells and spell-like abilities that have the darkness descriptor are strongly enhanced: They are cast as though affected by the Extend Spell and Quicken Spell feats, but do not require higher-level spell slots. In addition, spells and spell-like abilities that have the light descriptor are impeded, meaning that a caster must succeed on a Spellcraft check (DC 20 + the level of the spell) or lose the spell or spell slot without effect; even on a successful check, the light produced by the spell has only half its normal range and no longer counters darkness spells of any level. Natural light sources do not illuminate any area at all, appearing only as dim spots. The sun rises for just 1 hour each day, and global temperatures drop by an additional 4 degrees.

Overwhelming: The sun vanishes altogether. Spells and spell-like abilities that have the light descriptor, as well as alchemical or magic items that generate light effects, cease to function. Darkness spells continue to be enhanced as under the strong sign. The average temperature plunges another 10 degrees and drops by 1 degree further every day thereafter.

way that sometimes they would change, taking on inhuman icy features before leaving the tribe forever. This plot can be set in any city that has a large mountain and other villages nearby. Ideally, the PCs worked for Tierad's father in the past, making them the logical choice for his call for aid.

EL 10 (Faint Sign): An icy glacier begins to creep down the mountain where Tierad was once held prisoner. A small town nearby is dealing with harsh winter conditions (regardless of the actual season). Any friends the PCs might have in this village call for their help as strange ice creatures begin murdering the remaining livestock and villagers. Although the threat can be beaten back, the town must eventually be abandoned to the grinding ice. The only thing left behind is the image of an old man who wanders the streets and never draws close to anyone, but always beckons onlookers toward the mountain.

EL 13 (Moderate Sign): As the ice from the mountain spreads and the days grow noticeably shorter, darkness begins to settle over the land. Rumors from all around the area report ice creatures prowling the night and constant disappearances. One small town has gone completely silent. Drawn to the place, the PCs find it the home of horrible ice monsters, as if all the villagers have been transformed into mockeries of their former selves. The old man appears again, this time grinning with a maw of icy fangs, beckoning to the looming glacial peak in the distance.

EL 16 (Strong Sign): The sun is barely visible in the sky, and snow and ice cover the land. Entire villages are empty, and terrible ice creatures roam the land. In one final desperate measure, the local lord entreats the PCs to solve this problem, giving them whatever resources he can muster. There is only one place to go: the mountain. While the characters climb its snowbound slopes, all manner of alien ice creatures try to slow their ascent, leading to a terrible conflict with the keepers of the summit: a tribe of converted frost giants (encounter 3–1, page 42).

EL 17 (Overwhelming Sign): As the PCs reach the mountain's peak, the sun no longer rises and the temperature keeps dropping. There is no sunlight anymore, and those who don't have darkvision are practically blind. At the summit, the PCs encounter the most powerful representatives of Father Llymic's brood, including a transformed dragon. After braving these last challenges, Father Llymic's icy form finally stirs. His gigantic alien bulk shatters the last sheet of ice and surveys the perfect darkness he has created (encounters 3–2 and 3–3, pages 44 and 46).

Only after Father Llymic's defeat might the sun rise again and the world begin to thaw. What world is left, however, is for you to decide.

FATHER LLYMIC IN EBERRON

In Eberron, the Far Realm is known by another name: the Plane of Xoriat. When the plane was last coterminous, Xoriat bled all sorts of horrors into the world until the Gatekeeper druids altered its orbit and the taint began to wane. Father Llymic was one of the entities that managed to remain behind. The Gatekeepers entombed his body atop one of the highest summits of the Howling Peaks in present-day Zilargo.

Father Llymic is a deadly threat to all Khorvaire. If he awakens, first Zilargo and Breland feel his icy touch, and then the entire world might be drawn into madness as Xoriat once again becomes coterminous. A few of the more powerful daelkyrs know of Father Llymic and form cults near the surface of the mountain in the hope of freeing their immensely powerful brother.



Father Llymic

Illus. by J. Zhang

FATHER LLYMIC IN FAERÛN

The high elves are known for their skill in powerful elven High Magic. During the time of Myth Drannor, they opened a gate to the Far Realm and nearly brought disaster upon themselves. Although that threat was averted, Father Llymic's body became a symbol of their mistake. His body has remained entombed in the Thunder Peaks to this day, waiting for the darkness to grant his freedom.

Travelers making use of the Thunder Gap might be the first to notice Father Llymic's menace, since that trail passes close to his glacial tomb. Once Father Llymic wakes, Cormyr, Sembia, and all the Dalelands would be the first to face his alien minions. A splinter group of Shar's worshipers called the Black Ice has taken up the idea of freeing Father

Llymic for the glory of the dark goddess. These individuals have set up camp near his prison, and although some have already been transformed, they still search for ways to free him.

FATHER LLYMIC

In his true and unnatural form, Father Llymic looks like a cross between a gigantic crystalline praying mantis and a horrible demon, with two scythelike claws in place of arms. His head bears a trio of compound eyes above a gaping maw of fangs. The rest of his translucent body is covered in shards of crystal that form a deadly armor plating. When he moves, these plates grind and shatter against one another, with new ones endlessly taking their place. A cloud of freezing cold mist surrounds him, obscuring his alien bulk.

While he is imprisoned, Father Llymic appears as a strangely colored stain deep beneath the surface of a great glacial flow. If he were to be dug out, it would take only a few days of darkness to revive him. Without such effort, it might take centuries for him to find the strength to break free, and then only through the conversion of countless brood. Even dormant, however, Father Llymic has ways of influencing the world around him. His tendrils worm through the surface of the ice, so that any who stand directly above him are affected by his corruption. In addition, he can project an image—a shard of his dreaming mind—into the world around him.

Father Llymic projects the illusory image of a wizened elf man, bent with age. Calm and inoffensive in appearance, the image's clothes are ragged and worn. He walks with a staff and never makes any noise. This projection can be seen near Father Llymic's tomb, beckoning explorers closer. Although the projection is slow of gait and never aggressive, it can never be caught. Whenever anyone draws too close, it steps out of sight, reappearing some distance away. If its targets refuse to follow it, the image grows agitated, appearing before them and silently screaming from a maw of razor-sharp ice fangs, then leaving to find other prey.

Father Llymic — CR 18

hp 360 (24 HD); dark healing 20; **DR** 10/epic

CE Huge outsider (chaotic)
Init +7; **Senses** blindsight 500 ft., darkvision 60 ft., true seeing; Listen +30, Spot +30
Aura deadly chill (30 ft.)
Languages Abyssal, Celestial, Infernal, Terran; telepathy 1,000 ft., tongues

AC 31, touch 11, flat-footed 28
Immune cold, anathematic secrecy (malefic property), elder evil immunities (page 6)
Resist acid 20, electricity 20, fire 20; **SR** 30
Fort +21, **Ref** +17, **Will** +21
Weakness light torpor, sonic vulnerability

Speed 50 ft. (10 squares), fly 30 ft. (perfect); ice step
Melee 2 claws +33 each (3d6+11/18–20/×3 plus 2d6 cold plus soul chill) and
bite +31 (2d8+5 plus 2d6 cold plus soul chill)
Space 15 ft.; **Reach** 15 ft.
Base Atk +24; **Grp** +43
Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack, augmented critical, soul chill
Special Actions discord and woe (malefic property, DC 30), brood seed, summon brood
Spell-Like Abilities (CL 24th):
At will—*cone of cold* (DC 23), heightened *deeper darkness, detect magic, dimension door, dispel magic, nightmare* (DC 23), *sleet storm, wall of ice*
3/day—quickened *cone of cold* (DC 23), *greater dispel magic, polar ray*

Abilities Str 32, Dex 17, Con 25, Int 20, Wis 17, Cha 26
SQ nondetection, sign (dead sun)
Feats Cleave, Combat Reflexes, Epic Will[ELH], Great Cleave, Improved Initiative, Improved Sunder, Multiattack, Power Attack, Quicken Spell-Like Ability (*cone of cold*)
Skills Bluff +35, Climb +38, Concentration +34, Diplomacy +43, Intimidate +39, Jump +46, Knowledge (arcana) +32, Knowledge (the planes) +32, Listen +30, Move Silently +30, Search +32, Sense Motive +30, Spot +30

Dark Healing (Su) This ability functions like fast healing, but only when Father Llymic is in complete darkness or inside an area of *darkness, deeper darkness*, or a similar effect.

True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.

Deadly Chill (Su) The area around Father Llymic is incredibly cold. Anyone within 30 feet of Father Llymic takes 4d6 points of cold damage each round and gains one level of soul chill (see below). A DC 29 Fortitude save halves the damage and negates the soul chill.

Tongues (Su) As the *tongues* spell; continuous; caster level 20th.

Discord and Woe (Su) Each round as a standard action, Father Llymic can force a creature within 100 miles to attempt a DC 30 Will save. An affected creature enters a barbarian rage (*PH* 25), attacking the closest creature and taking 1 point of vile damage per round until it is killed or the effect ends. The creature can attempt a new Will save each round to escape of the effect.

Light Torpor (Ex) Father Llymic is extremely susceptible to light. When in the radiance of any natural or magical light, he is *slowed* (as the spell) with no save. Father Llymic is considered undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*. When exposed to actual sunlight, Father Llymic must make a successful DC 30 Fortitude save each round or slip into suspended animation (as the *temporal stasis* spell). This condition can be removed only by keeping Father Llymic in complete darkness for at least 1 round.

Sonic Vulnerability (Ex) Father Llymic takes half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Ice Step (Ex) Father Llymic ignores all movement penalties associated with snow or ice on the ground. He always succeeds on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.

Augmented Critical (Ex) Father Llymic's claws are extraordinarily sharp. They threaten a critical hit on a natural attack roll of 18–20, dealing triple damage on a successful critical hit. Father Llymic's claws are not subject to effects such as *keen edge* that would further improve his threat range.

Soul Chill (Su) The touch of Father Llymic chills the souls of living creatures. Any creature hit by Father Llymic's natural weapons gains one level of soul chill. Levels of soul chill act like negative levels, but they cannot be restored naturally and never result in actual level loss. Levels of soul chill can be restored only by casting *restoration* while the target is bathed in natural sunlight. A creature that gains a number of levels of soul chill equal to or greater than its Hit Dice immediately transforms into a brood spawn creature (see template) and cannot be restored by any mortal means.

Brood Seed (Su) As a standard action, Father Llymic can implant a target with a brood seed by making a melee touch attack. If successful, the target gains 1d4 levels of soul chill each round unless he succeeds on a DC 29 Fortitude save. This save must be made every round until successful. The brood seed can be removed only by casting *remove disease* while when the target is in the area of a *light* spell or similar effect, or in natural sunshine.

Summon Brood (Su) Father Llymic can summon brood creatures up to three times per day as a standard action. Although the kind of creature can vary, each use of this ability can summon no more than three creatures that have a total of 24 HD or lower. The creatures arrive immediately and serve Father Llymic until slain.

Anathematic Secrecy (Su) Father Llymic is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

THE BROOD

"Do not look to them for compassion or mercy. They are not of this world and live only to carry out the will of their alien father."

—From a scroll of the ancient elves

Stalking the wastelands in preparation for Father Llymic's awakening, the brood mirror their creator's twisted form. Birthed from the bodies of unsuspecting creatures, the brood are pale mockeries of their former selves, recast in plates of frozen crystal with vicious claws and sharp-edged teeth.

GOALS

The brood remember nothing of their former lives and seek only to carry out Father Llymic's will. They prowl the area around his frozen form, subduing intruders and native creatures and taking them to be transformed. If a threat to Father Llymic surfaces, the brood take any means necessary to drive off or destroy the enemy.

USING THE BROOD

The brood are the primary adversaries PCs face when dealing with Father Llymic. Although initial encounters might involve crazed cultists who venerate the alien creature, these soon succumb to Father Llymic's will and become the first brood. At first the brood consist of nothing more than vague rumors and lone sightings, but as Father Llymic's strength grows, they become an overwhelming threat, marching out from their icy home to spread their plague. As the end draws near, the brood are everywhere, having transformed every creature near Father Llymic's icy prison.

DESCRIPTION

Retaining only a vague resemblance to the creatures that spawned them, the brood are terrible to behold. Made entirely of pale blue crystal, brood spawn are covered in sharp spikes and ridged plates. These protrusions grind against one another but never dull. When a brood spawn is wounded, a pale ichor flows out of the wounds, quickly hardening into a seal. Strange organs pulsate and strain inside them, and no two share the same physiology, even if they originated from the same type of creature. All have three perfectly round eyes atop their head, above a cavernous maw. These eyes allow them to see in any conditions of ilumination.

Mentally, all brood spawn are extensions of Father Llymic's thoughts. They carry out his desires without any need for communication. The spawn go about their business with cold precision, completely uncaring of those in their path. The brood have only two goals: to protect Father Llymic and to expand the brood.

Brood Spawn Ogre — CR 5

hp 55 (7 HD); **DR** 5/magic

CE Large outsider (native)
Init +1; **Senses** blindsight 60 ft.; Listen +11, Spot +11
Language Giant

AC 20, touch 11, flat-footed 18
Immune ability damage, ability drain, cold, mind-affecting spells and abilities, polymorph, petrification
Resist electricity 5, fire 5; **SR** 12
Fort +8, **Ref** +4, **Will** +6
Weakness light sickness, sonic vulnerability

Speed 60 ft. (12 squares); ice step
Melee 2 claws +14 each (2d6+8/19–20 plus 1d6 cold) and bite +9 (1d8+4 plus 1d6 cold)
Space 10 ft.; **Reach** 10 ft.
Base Atk +7; **Grp** +19

BROOD FEVER

Although Father Llymic's touch can transform creatures into brood spawn, the far more common method of creating these horrors is through the contraction of brood fever. Most contract this ailment after being subjected to a brood spawn's breath weapon, but any who sleep within 300 feet of Father Llymic's frozen form also risk contracting it. Those afflicted with this disease cannot overcome it naturally.

Brood Fever: Contact, Fortitude DC 18, incubation period 1 day, damage one level of soul chill.

Levels of soul chill act like negative levels, but they cannot be restored naturally and never result in actual level loss. Levels of soul chill can be restored only by casting *restoration* while the target is bathed in natural sunlight. Creatures that acquire a number of levels of soul chill equal to or greater than their Hit Dice immediately transform into brood spawn creatures (see template) and cannot be restored by any mortal means.

Atk Options Power Attack
Special Actions breath weapon
Spell-Like Abilities (CL 7th):
1/day—*sleet storm*
3/day—*darkness*

Abilities Str 27, Dex 8, Con 17, Int 6, Wis 12, Cha 11
Feats Abominable Form[B], Improved Critical (claw)[B], Power Attack[B], Toughness, Weapon Focus (greatclub), Willing Deformity[B]
Skills Concentration +12, Hide +5, Intimidate +10, Listen +11, Move Silently +9, Spot +11

Light Sickness (Ex) Brood spawn are sickened whenever they are in the area of a *light* spell or similar effect. When in natural sunlight, they are *slowed* (as the spell). Brood spawn are treated as undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*.
Sonic Vulnerability (Ex) Brood spawn take half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed, or if the save is a success or failure.
Ice Step (Ex) Brood spawn ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.
Breath Weapon (Su) 30 ft. cone, once per day, 4d6 cold plus brood fever, Reflex DC 16 half and negates disease.

BROOD SPAWN TEMPLATE

"Brood spawn" is an acquired template that can be added to any corporeal creature except for an undead (referred to hereafter as the base creature).

Size and Type: The creature's type changes to outsider with the native subtype. The creature loses all other subtypes. The creature's size remains unchanged.

Hit Dice: Change all the base creature's racial Hit Dice to d8s. The base creature's Hit Dice increase by 3. Do not change class HD.

Challenge Rating: Depends upon the base creature's original Hit Dice, as follows:

Hit Dice	Challenge Rating
1–3	4
4–6	5
7–9	7
10–12	9
13–15	11
16–18	13
19–21	15
22 or more	17

Alignment: Always chaotic evil.

Armor Class: The base creature's natural armor bonus increases by 4.

Speed: A brood spawn's land speed increases by 20 feet. The speeds for other movement modes are unchanged.

Attacks: A brood spawn retains all the natural weapon attacks of the base creature and also gains two claw attacks and a bite attack if it didn't already have them. The bite attack is a secondary natural attack. Brood spawn lose all weapon proficiencies (and the benefits of feats related to weapon use) and use their natural weapons instead.

Damage: A brood spawn has two claws and a bite attack. If the base creature does not have these attack forms, use the appropriate damage values from the table below according to the creature's size.

Size	Claw Damage	Bite Damage	Cold Damage
Fine	1	1	1
Diminutive	1d3	1d2	1
Tiny	1d4	1d3	1d4
Small	1d6	1d4	1d4
Medium	1d8	1d6	1d6
Large	2d6	1d8	1d6
Huge	2d8	2d6	2d6
Gargantuan	3d6	2d8	2d6
Colossal	4d6	3d6	2d6

Attack Options: A brood spawn loses all the attack options of the base creature and gains the attack option described below.

Icy Touch (Ex): All of a brood spawn's natural attacks deal extra cold damage. Use the appropriate value from the table above according to the creature's size.

Special Actions: A brood spawn loses all the special actions of the base creature and gains the special action described below.

Breath Weapon (Su): Once per day, a brood spawn can breathe a cone of freezing dark vapor. Those caught in the cone take cold damage and contract brood fever. A successful Reflex save (DC 10 + 1/2 brood spawn's Hit Dice + brood spawn's Con modifier) halves the damage and resists the disease. This breath weapon also extinguishes any natural light sources and dispels magical light sources beneath 3rd level. The size and damage dealt by this cone depends upon the base creature's original Hit Dice, as follows:

Hit Dice	Cone Length	Damage
1–2	15 ft.	1d6
3–4	15 ft.	2d6
5–6	15 ft.	3d6
7–9	30 ft.	4d6
10–12	30 ft.	6d6
13–15	30 ft.	8d6
16–19	45 ft.	10d6
20 or more	45 ft.	13d6

Spell-Like Abilities: A brood spawn that has an Intelligence or Wisdom of 8 or higher has one or more spell-like abilities, depending on its adjusted Hit Dice (after the application of the template), as indicated on the table below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's adjusted Hit Dice, and the save DC is Charisma-based.

HD	Abilities
4–6	*darkness* 3/day
7–9	*sleet storm*
10–12	*wall of ice* 3/day
13–15	*enervation, dispel magic*
16–18	*deeper darkness* 3/day, *ice storm*
19–21	*cone of cold*
22–24	*greater dispel magic* 3/day
25 or more	*polar ray*

Abilities: A brood spawn's ability scores are modified as follows: Str +6, Con +2, Wis +2, Cha +4.

Special Qualities: A brood spawn loses all the special qualities of the base creature. It gains blindsight out to 60 feet and the special qualities described below.

Damage Reduction (Ex): A brood spawn's crystalline body is incredibly tough. Brood spawn gain damage reduction based on their adjusted Hit Dice (after the application of the template), as noted on the table below.

Ice Step (Ex): Brood spawn ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.

Immunities (Ex): Brood spawn are immune to ability damage, ability drain, cold, mind-affecting spells and abilities, polymorph, and petrification.

Light Sickness (Ex): Brood spawn are sickened whenever they are in the area of a *light* spell or similar effect. When in natural sunlight, they are *slowed* (as the spell). Brood spawn are treated as undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*.

Sonic Vulnerability (Ex): Brood spawn take half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Spell Resistance (Ex): Brood spawn gain spell resistance equal to their adjusted HD +5 (maximum 25).

Resistances (Ex): Brood spawn are resistant to fire and electricity damage, based on their adjusted Hit Dice (after the application of the template), as follows:

Hit Dice	Resistance to Electricity and Fire	Damage Reduction
4–6	5	—
7–9	5	5/magic
10–12	10	5/magic
13–15	10	10/magic
16 or more	20	10/magic



Illus. by W. England

Brood spawn ogre

Feats: A brood spawn retains all the feats of the base creature (even those it can no longer take advantage of) and gains Power Attack and Improved Critical (claw) as bonus feats.

Skills: A brood spawn gains skill points as an outsider and has skill points equal to (8 + Int modifier) × (HD + 3). Do not include Hit Dice from class levels in this calculation—a brood spawn gains outsider skill points only for its racial Hit Dice and gains the normal amount of skill points for its class levels.

Advancement: By Hit Dice.

Level Adjustment: —.

GLACIAL TOMB

An imposing mountain holds Father Llymic's tomb. Surrounded by jagged hills, the mountain is studded with icy crags, treacherous ice bridges, and perilous cliffs. Few paths make their way to the summit; all of them are home to dangerous mountain predators and, as the time of Father Llymic's wakening draws near, swarms of alien brood spawn.

As the light of the sun begins to dim and the cold increases, great sheets of ice cover the mountain and the surrounding hills. Eventually, this glacier begins to move across the surrounding countryside at an accelerated rate. The mountain becomes home to cascades of deadly ice spears, thunderous avalanches, and strange vistas of unnatural ice formations. Some areas begin to exhibit odd geometric patterns in the ice, many of which defy logic or reason.

KEY FEATURES

When planning for activity around the glacial tomb, be sure to familiarize yourself with the rules for mountain terrain (*DMG* 89) and cold dangers (*DMG* 302). If you have access to the *Frostburn* supplement, that book has additional details on adventuring in cold environments.

Snow and ice cover the mountain. Temperatures hover just above freezing during the day and plummet to well below at night (the exact temperature varies depending on the time of the year and the power of the dead sun sign). The environment is severe cold, progressing to extreme cold as Father Llymic begins to stir.

The surface of the mountain consists of three primary materials.

Stone: Small patches remain where snow and ice have not found purchase. These areas are rough, but otherwise easy to traverse.

Snow: Although most of the snow is only a foot or so deep (requiring two squares of movement), other areas contain deep snowdrifts. These areas require 4 squares of movement to enter and might hold other hazards as well, such as pockets of empty space beneath the snow that act as large pits.

Ice: Great smooth ice floes make their way down every side of the mountain. Traversing these floes requires a DC 15 Balance check. Failing by 5 or more results in a fall that, depending on the slope, might carry a character far away from his companions. Other areas are merely slick and level, requiring a DC 10 Balance check to charge or run across.

Aside from these effects, the weather itself makes traveling the mountain extremely difficult. Snow, hail, and lightning constantly assault its slopes. This weather can limit vision and obscure trails.

DEFENSES

As long as Father Llymic remains imprisoned, defense of the glacial tomb falls to his minions—the crazed cultists and the brood spawn—and the harsh environment.

Cultists and insane individuals prowl the lower reaches of the mountain, incapable of surviving the higher summits. These groups all succumb to brood fever eventually, joining the spawn up above, while new groups and individuals constantly arrive to take their place. The cultist groups might have an order among themselves, but none of them work together toward any sort of common defense. These maniacs attack anyone bearing natural or artificial light. Characters who are not carrying such illumination might be able to bypass these groups with a few Bluff and Disguise checks.

When the PCs reach the mountainside, the environment changes dramatically and brood spawn become common. Encountering a single creature precipitates a much greater conflict as all nearby brood move in to investigate the disturbance. The concentration and power of the brood increases the higher up one goes.

Those hoping to fly to reach the peak find it to be a nearly impossible task. Fierce, driving snow and hail assault any who ascend to more than 20 feet above the mountain's surface. This constantly roiling storm limits visibility to 5 feet, slows movement by half, and deals 4d6 points of cold damage per round of exposure. As an added hazard, the storm is home to flying brood spawn that have no difficulty navigating it.

Anyone reaching the summit with a functioning light source provokes the wrath of all the brood spawn within 1 mile, who quickly make their way to the peak to destroy the intruders.

Illus. by H. Lyon



The frozen mountain

ENCOUNTER AREAS

The mountain that holds Father Llymic's tomb is huge, covering many square miles. Although numerous threats and dangers plague the ascent, only the peak is detailed here. Feel free to add groups of cultists, wandering packs of brood spawn, dangerous terrain, and other hazards during the approach. Unless otherwise noted, all these areas are sites of intense weather, including snow that limits sight to 30 feet and howling winds that impose a –2 penalty on ranged attacks. Creatures of Medium or smaller size that attempt to fly are checked by the winds and cannot ascend more than 20 feet (but can descend normally).

A. Garden of Alien Ice (EL 8)

As travelers ascend the peak, they encounter a large plain of relatively flat ground. Dotting this landscape are strange statues made out of ice. Odd shapes and alien forms make up most of the sculptures, including titanic spheres of ice balanced atop slender stalagmites, perfect spirals of ice that seem to tighten to infinity, and grotesque images of beasts that cannot be. Those wandering through this eerily quiet garden must make a DC 20 Will save each round or go mad for 1d3 rounds, as the *confusion* spell.

B. Keep of the Frost Giants (EL 14)

This ruined structure is carved from large slabs of pure white rock and covered in a thick layer of frost and ice. It was the home of a small tribe of frost giants who long ago succumbed to brood fever. Although most left to spread the plague of Father Llymic across the land, three of the terrible behemoths remain. See encounter 3–1, page 42.

C. Ice Bridge (EL Varies)

The path leading up to the summit is broken at this point. Only a sheet of ice bridges the 60-foot gap. Brood spawn creatures have laired in this area in the past, and a pack of them might be here when the PCs arrive. Typical creatures include brood spawn trolls, ogres, and even a frost worm. The ice bridge is 15 feet wide and has the following statistics.

Ice Bridge: Hardness 10; hp 90 per 5-foot section; break DC 55, minus 10 per 5-foot section destroyed.

Anyone walking on the ice bridge must make a DC 10 Balance check to move at half speed along the surface for 1 round. A failure by 4 or less indicates the character can't move for 1 round. A failure by 5 or more means he falls prone. He can try to walk at his full speed with a –5 penalty on the check. If he is attacked while trying to balance, he is considered flat-footed unless he has at least 5 ranks in Balance. If he takes damage while balancing, he must make another Balance check against the same DC to remain standing.

If the character falls prone, he might slide across the icy surface. The chance for sliding and the direction he slides depends on the situation that made him fall. Simply falling while trying to move brings a 25% chance of a 5-foot slide in the direction he was moving. This assumes he has moved 15 feet or less when he falls; he slides an additional 5 feet if he has traveled more than 15 feet in the current round. Sliding can provoke attacks of opportunity if the character slides through a threatened square.

Falling as a result of being attacked brings a 50% chance of a slide directly away from the direction of the attack. The character slides for 5 feet in this case.

Anyone who falls from the bridge plummets 100 feet to the plain below, taking 10d6 points of damage.

D. Black Ice Spire (EL Varies)

The winding path meets up with a towering spire of ice at this location. This spear reaches 200 feet above the level of the path, making its tip all but invisible to those at its base. Only during lightning flashes can the pinnacle be seen. Flying brood spawn use this location to roost and wait for the arrival of their master. These creatures do not bother those on the path unless they see light of any kind, in which case they swoop down to attack. The brood spawn white dragon that resides in area E can be found here, clinging to the side of the spire. Although numerous rings and gouges are carved into the spire, the slick ice requires a DC 25 Climb check.

E. Cave of the Wyrm (EL 15)

This cave is the home of a brood spawn white dragon. See encounter 3–2, page 44.

F. Ice Falls (EL 10)

A great cascade of black glacial ice pours down the mountainside at this spot. Its numerous crevasses and cracks make it easier to climb than most ice surfaces, requiring only a DC 20 Climb check. Being this close to Father Llymic, however, adds another danger to the 60-foot ascent: Those touching the ice must make a DC 20 Fortitude save each round or contract one level of soul chill.

G. Plain of Darkness (EL 11)

This vast sheet of pure black ice is mirror-smooth and difficult to traverse. Crossing the ice requires DC 20 Balance checks each round. Black vapor seeps from the ice, acting as an inhaled poison. Those who breathe in the vapor must make a DC 22 Fortitude save or take 1d4 points of Wisdom drain as visions of a frozen alien world covered in darkness are forever burned into their minds. This save must be repeated 1 minute later. Brood spawn can be found here, but they are motionless, as if in prayer. Each one has Wisdom 0 and is effectively comatose.

H. Father Llymic's Prison (EL 18)

Atop the mountain, near its highest peak, Father Llymic is entombed in a thick sheet of glacial ice. Seven pillars humming with eldritch power, each bearing ancient Elven runes, surround the crack that contains him. By the time the PCs reach this point, the sun is extinguished and the time of Father Llymic's awakening is at hand. One by one, the seven pillars of ice shatter as the last bonds of his imprisonment fail. When the final one crumbles, Father Llymic's great alien bulk crawls up from below, surveying his new world. See encounter 3–3, page 46.


Glacial Tomb
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Giant Brood

Encounter Level 14

SETUP

The path to the summit of the glacial tomb leads directly to these giant ruins. The characters reach this crumbling edifice after navigating the field of strange ice sculptures. The brood spawn frost giants (F) are hidden inside the ruined structure when the encounter begins.

4 Brood Spawn Worgs CR 5

hp 52 (7 HD); **DR** 5/magic

CE Large outsider (native)
Init +2; **Senses** blindsight 60 ft.; Listen +15, Spot +15
Languages Common, Goblin

AC 18, touch 12, flat-footed 16
Immune ability damage, ability drain, cold, mind-affecting spells and abilities, polymorph, petrification
Resist electricity 5, fire 5; **SR** 12
Fort +8, **Ref** +7, **Will** +8
Weakness light sickness, sonic vulnerability

Speed 70 ft. (14 squares); ice step
Melee 2 claws +12 each (1d8+6/19–20 plus 1d6 cold) and bite +7 (1d6+3 plus 1d6 cold)
Base Atk +7; **Grp** +13
Atk Options Power Attack
Special Actions breath weapon
Spell-Like Abilities (CL 7th):
1/day—*sleet storm*
3/day—*darkness*

Abilities Str 23, Dex 15, Con 17, Int 6, Wis 16, Cha 14
Feats Abominable Form[B], Alertness, Improved Critical (claw)[B], Power Attack[B], Track, Willing Deformity[B]
Skills Hide +12, Intimidate +15, Listen +15, Move Silently +12, Spot +15, Survival +13

Light Sickness (Ex) Brood spawn are sickened whenever they are in the area of a *light* spell or similar effect. When in natural sunlight, they are *slowed* (as the spell). Brood spawn are treated as undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*.
Sonic Vulnerability (Ex) Brood spawn take half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed, or if the save is a success or failure.
Ice Step (Ex) Brood spawn ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.
Breath Weapon (Su) 15 ft. cone, once per day, 2d6 cold plus brood fever, Reflex DC 16 half and negates disease.

When the PCs arrive at the ruins, read:

A large stone keep sits at the base of a path leading farther up the mountain. It looks as if it was recently razed, with blocks of stone tumbled about its small courtyard and two gigantic doors lying in shambles before it.

3 Brood Spawn Frost Giants CR 11

hp 178 (17 HD); **DR** 10/magic

CE Large outsider (native)
Init –1; **Senses** blindsight 60 ft.; Listen +23, Spot +23
Languages Giant

AC 21, touch 8, flat-footed 21
Immune ability damage, ability drain, cold, mind-affecting spells and abilities, polymorph, petrification
Resist electricity 20, fire 20; **SR** 22
Fort +16, **Ref** +9, **Will** +13; +8 against divine spells
Weakness light sickness, sonic vulnerability

Speed 60 ft. (12 squares); ice step
Melee 2 claws +28 each (2d6+12/19–20 plus 1d6 cold) and bite +23 (1d8+6 plus 1d6 cold)
Ranged throw rubble +11 (4d6+12)
Space 10 ft.; **Reach** 10 ft.
Base Atk +17; **Grp** +33
Atk Options Cleave, Great Cleave, Improved Overrun, Improved Sunder, Power Attack
Special Actions breath weapon
Spell-Like Abilities (CL 17th):
1/day—*dispel magic, enervation* (+15 ranged touch), *ice storm, sleet storm*
3/day—*darkness, deeper darkness, wall of ice*

Abilities Str 35, Dex 9, Con 23, Int 10, Wis 16, Cha 15
Feats Abominable Form[B], Apostate[B], Cleave, Great Cleave, Harvester of Souls[B], Improved Critical (claw)[B], Improved Overrun, Improved Sunder, Power Attack, Willing Deformity[B]
Skills Climb +32, Concentration +26, Hide +15, Intimidate +25, Jump +32, Listen +23, Move Silently +19, Spot +23

Light Sickness (Ex) Brood spawn are sickened whenever they are in the area of a *light* spell or similar effect. When in natural sunlight, they are *slowed* (as the spell). Brood spawn are treated as undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*.
Sonic Vulnerability (Ex) Brood spawn take half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed or if the save is a success or failure.
Ice Step (Ex) Brood spawn ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.
Breath Weapon (Su) 30 ft. cone, once per day, 8d6 cold plus brood fever, Reflex DC 24 half and negates disease.

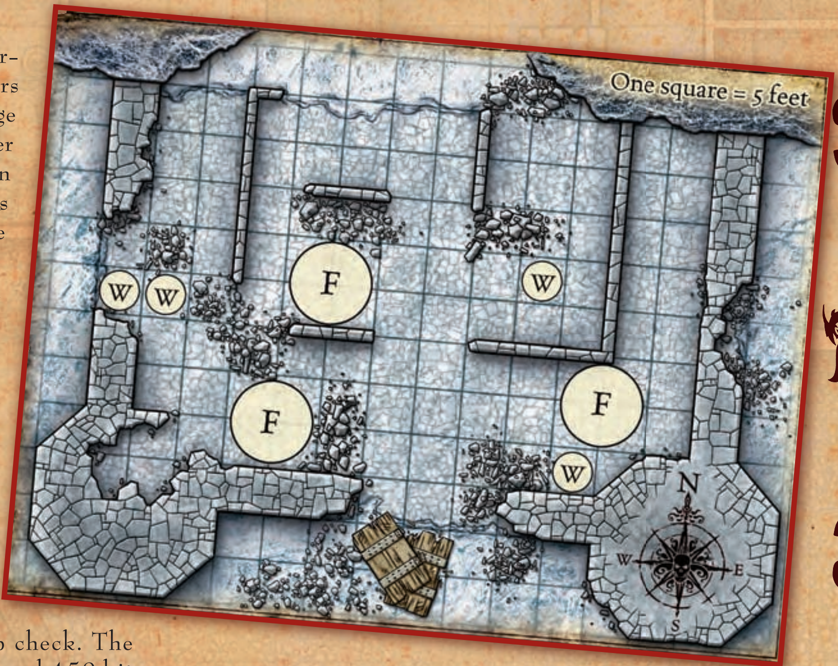
Features of the Area

Ground: The surface of the unobstructed terrain here is slick, but not especially so. Characters must make a DC 10 Balance check to run or charge across the surface. Failure means that the character can act normally, but cannot run or charge. In addition, add +2 to the DC of all Tumble checks across this surface. Brood spawn do not take these penalties.

Rubble: The ground in certain places is strewn with large chunks of rubble. These squares count as difficult terrain, requiring 2 squares of movement to enter. The frost giant brood spawn can throw pieces of rubble from these piles. Each square of rubble has two usable rocks. Treat rubble as an improvised Large weapon with a range increment of 10 feet that deals 4d6 points of damage.

Structures: The walls of the keep are all roughly 40 feet tall and covered in frost and ice. Due to the damage, however, scaling the structures requires only a DC 25 Climb check. The thick outer walls of the keep have hardness 8 and 450 hit points. The inner walls also have hardness 8 but only 180 hit points.

Doors: The two gigantic doors of the keep lie in ruin before it. A frost giant brood spawn can throw one of these doors as a standard action. The door is an improvised weapon (same bonus as rubble) with a range increment of 5 feet. Anyone hit by a door takes 2d8+11 points of damage and must make a DC 15 Balance check or fall prone.



When a character comes to within 20 feet of the keep, read:

> *Three large forms come rushing into view from inside the ruins. Fully twice as tall as a man, these creatures are made of pure crystal shards, covered in razor-sharp spikes and plates. Three cold eyes stare out in silent malice from each of their brows as they rush you.*

TACTICS

All three brood spawn frost giants rush out of the keep on the first round to engage the PCs out in the open. They target their attacks against PCs bearing a functioning light source, whether it's natural or magical in nature. If kept at range, they use their spell-like abilities to hamper and damage the PCs by separating them with *walls of ice*, damaging them with *ice storm*, and weakening spellcasters with *enervation*. They also use their breath weapons whenever they can catch half of the intruders or more in the blast.

The worgs (W) wait 1 round before revealing their presence. They first cast *darkness* on their collars and move into a closer position. In the following round, one or more of them casts *sleet storm* to catch the entire party before moving in to attack. The worgs do not use their breath weapons unless sorely pressed.

These creatures use their spell-like abilities and breath weapons without regard to their companions, relying on their immunities to negate the damage. These brood spawn fight to the death.

Prolonged combat here attracts other brood spawn to assist in holding the path. After 10 rounds, 1d4+1 brood spawn ogres (see page 36) come to investigate from a nearby encampment.

ICE WYRM

Encounter Level 15

SETUP

Beyond the black ice spire is a spur in the path that leads to a dark cave opening in the side of the mountain. The players can place their miniatures anywhere along the path leading past this cave. The brood spawn white dragon (W) starts just inside the cave, well out of sight of the PCs.

When the characters spot the cave, read:

The path you have been following continues up the mountain, but a side path leads directly to a large icy cave.

If the characters ignore the cave and continue on, read:

Suddenly a tall wall of pure ice appears in front of you, blocking your path. A ferocious howl emanates from the ice cave. Something stirs in the darkness.

If the characters approach the cave, read:

Just before the cave is a broad plain of perfectly smooth ice. On the far side, darkness seethes from the opening as a dragonlike creature crawls out. Made of the same crystal as all the other beasts of this mountain, it bounds in your direction with a thunderous howl.

TACTICS

This brood spawn is a cunning opponent, using its surroundings to its best advantage. It moves out from its cave only close enough to unleash its breath weapon and does not fly unless cornered. It instead waits for the PCs to approach it before using its powerful tail slap against the thin ice underfoot. If any characters fall in, its next action is to use its *wall of ice* ability to seal the hole, trapping them in the freezing water.

Once reduced to 130 hit points or fewer, the brood spawn dragon flies up above the group, hiding in the howling storm. From there, it uses *greater dispel magic* on any of the characters who were causing it harm in melee. After hitting these foes, it returns to the ground, focusing on spellcasters and other support characters before returning to that combat. The white dragon fights to the death.

If the characters bypass this brood spawn white dragon, it flies up to join the fight with Father Llymic the moment he is freed.

BROOD SPAWN WHITE DRAGON — CR 15

hp 261 (24 HD); **DR** 10/magic

CE Huge outsider (native)
Init +0; **Senses** blindsight 60 ft.; Listen +29, Spot +29
Languages Draconic

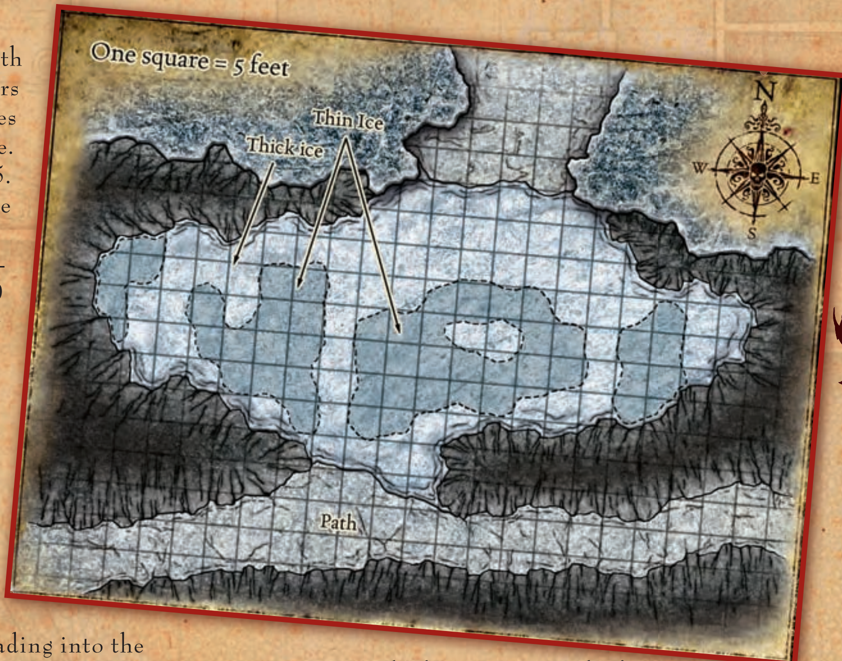
AC 32, touch 8, flat-footed 32
Immune ability damage, ability drain, cold, mind-affecting spells and abilities, polymorph, petrification
Resist electricity 20, fire 20; **SR** 29
Fort +20, **Ref** +14, **Will** +16, +12 against divine spells
Weakness light sickness, sonic vulnerability

Speed 80 ft. (16 squares), burrow 30 ft., fly 200 ft. (poor), swim 60 ft.; ice step
Melee 2 claws +33 each (2d8+11/19–20 plus 2d6 cold) and bite +28 (2d8+5 plus 2d6 cold) and 2 wings +28 each (1d8+5 plus 2d6 cold) and tail slap +28 (2d6+16 plus 2d6 cold)
Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)
Base Atk +24; **Grp** +43
Atk Options Chosen of Evil (+5 bonus), Cleave, Great Cleave, Improved Overrun, Improved Sunder, Power Attack
Special Actions breath weapon, crush (2d8+16)
Spell-Like Abilities (CL 24th):
1/day—*dispel magic, cone of cold* (DC 18), *enervation* (+22 ranged touch), *ice storm, sleet storm*
3/day—*darkness, deeper darkness, greater dispel magic, wall of ice*

Abilities Str 33, Dex 10, Con 23, Int 12, Wis 15, Cha 16
Feats Abominable Form[B], Ability Focus (breath weapon), Apostate[B], Chosen of Evil[B], Cleave, Flyby Attack, Great Cleave, Hover, Improved Critical (claw)[B], Master's Will[B], Power Attack, Toughness (3), Willing Deformity[B]
Skills Climb +39, Concentration +33, Hide +19, Intimidate +33, Jump +39, Listen +29, Move Silently +27, Spot +29, Swim +39

Light Sickness (Ex) Brood spawn are sickened whenever they are in the area of a *light* spell or similar effect. When in natural sunlight, they are *slowed* (as the spell). Brood spawn are treated as undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*.
Sonic Vulnerability (Ex) Brood spawn take half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed, or if the save is a success or failure.
Ice Step (Ex) Brood spawn ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.
Breath Weapon (Su) 45 ft. cone, once per day, 13d6 cold plus brood fever, Reflex DC 30 half and negates disease.

Features of the Area



Icy Plateau: The entire area between the path and the cave is a sheet of smooth ice. Characters moving across this surface must spend 2 squares of movement to enter a square covered in ice. Increase the DC of all Tumble checks by 5. Brood spawn can move about this surface without penalty.

Thick Ice: These portions of the ice are particularly thick. This ice has hardness 10 and 180 hit points. Ice takes full damage from fire. If any 5-foot section of ice is destroyed, it leaves a hole leading into the open water below. When a section is destroyed, all neighboring sections of ice immediately take half their original hit points in damage, which might cause a chain of holes to open up.

Thin Ice: Although this ice is strong enough to support the weight of any of the combatants, it is still thin. This ice has hardness 10 and 30 hit points. If any 5-foot section of ice is destroyed, it leaves a hole leading into the open water below. When a section is destroyed, all neighboring sections of ice immediately take half their original hit points in damage, which might cause a chain of holes to open up.

Water: Beneath the ice is a pool of freezing cold water. Creatures that fall into this water take 1d6 points of cold damage per round. Swimming in this water requires DC 15 Swim checks. Those trapped underneath the ice risk suffocation.

Conclusion

The ice cave of this dragon is full of treasure, including 8,400 gp, 12,900 sp, a *+2 thundering warhammer*, a *wand of daylight* (8 charges), and a scroll of *restoration*. (There might be other treasure here as well, if you want to increase the hoard.)

Due to the icy conditions and the creature's environmental advantages, characters defeating the brood spawn white dragon should receive 125% of the normal experience award.

Father Llymic

Encounter Level 18

SETUP

This encounter occurs at the summit of the glacial tomb and is the site where Father Llymic has spent countless centuries in wait. Have the players place their miniatures anywhere along the eastern edge of the map. Father Llymic (F) is still imprisoned when the PCs reach this site and is not visible. The great crevasse in the middle of the map does not form until Father Llymic breaks free.

When the PCs reach the summit, read:

The path you have followed has led to this lonely summit atop the frozen mountain. It is quiet here, as if the storms below cannot reach this lofty height. Before you lies a broad plain of smooth black ice, in the center of which stand seven stone pillars, each carved with a series of eldritch runes. Suddenly, one of the pillars cracks and crumbles.

The PCs have only 2 rounds to prepare as the remaining six pillars crack and crumble in succession. If the overwhelming sign has not yet manifested, it does so now.

After 2 rounds, read:

With a thunderous crack, the final pillar crumbles and the entire surface of the ice shudders. A great rent opens in the ice as a titanic crystalline insectlike creature crawls up from the depths. Its proportions are like those of a praying mantis, but its features are truly alien. Three eyes peer out from its brow above a maw full of fangs. It peers at you for a moment before charging.

TACTICS

Father Llymic opens combat by using his discord and woe malefic property. He then calls forth three brood spawn barbarians (B) from the surrounding caves. These brood spawn charge and attack the nearest enemy. In the following rounds, Father Llymic uses his abilities to their best effect, targeting any character that has a functioning light source before all others. If no light source presents itself (which is likely considering the overwhelming dead sun sign), Father Llymic instead closes with the nearest enemy to use his melee attacks while exposing as many PCs as possible to his deadly chill. He also uses his quickened *cone of cold* spell-like ability whenever he can catch multiple PCs in the blast. If the PCs prove resistant to cold, he uses *greater dispel magic* in hopes of weakening their resistance. If facing only a single foe, Father Llymic tries to implant his brood seed.

FATHER LLYMIC **CR 18**
hp 360 (24 HD); dark healing 20; **DR** 10/epic
See page 35 for statistics.

3 BROOD SPAWN BARBARIANS **CR 5**
hp 75 (8 HD); **DR** 5/magic

Male human barbarian 5
CE Medium outsider (native)
Init +5; **Senses** blindsight 60 ft.; Listen +13, Spot +13
Languages Common

AC 15, touch 11, flat-footed 14
Immune ability damage, ability drain, cold, mind-affecting spells and abilities, polymorph, petrification
Resist electricity 5, fire 5; **SR** 13
Fort +9, **Ref** +7, **Will** +8
Weakness light sickness, sonic vulnerability

Speed 50 ft. (10 squares); ice step
Melee 2 claws +14 each (1d8+6/19–20 plus 1d6 cold) and bite +9 (1d6+3 plus 1d6 cold)
Base Atk +8; **Grp** +14
Atk Options Cleave, Power Attack
Special Actions breath weapon
Spell-Like Abilities (CL 8th):
1/day—*sleet storm*
3/day—*darkness*

Abilities Str 22, Dex 13, Con 16, Int 8, Wis 14, Cha 14
Feats Abominable Form[B], Cleave, Improved Critical (claw)[B], Power Attack, Toughness, Willing Deformity[B]
Skills Climb +17, Concentration +14, Hide +12, Intimidate +16, Jump +17, Listen +13, Move Silently +12, Spot +13

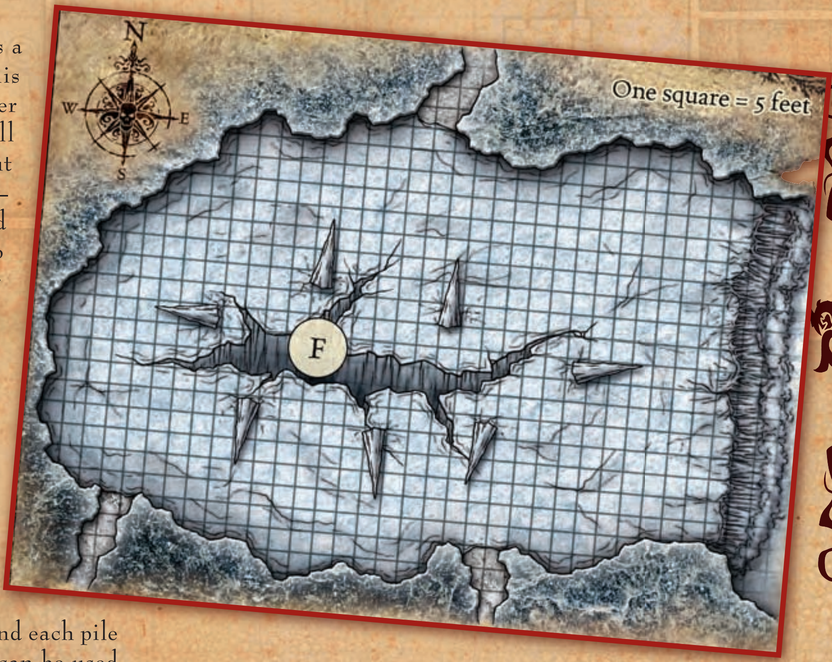
Light Sickness (Ex) Brood spawn are sickened whenever they are in the area of a *light* spell or similar effect. When in natural sunlight, they are *slowed* (as the spell). Brood spawn are treated as undead when targeted by spells that deal damage based on light, such as *searing light* and *sunburst*.
Sonic Vulnerability (Ex) Brood spawn take half again as much (+50%) damage as normal from sonic attacks, regardless of whether a saving throw is allowed, or if the save is a success or failure.
Ice Step (Ex) Brood spawn ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or spells or special abilities that have the cold descriptor.
Breath Weapon (Su) 15 ft. cone, once per day, 3d6 cold plus brood fever, Reflex DC 17 half and negates disease.

Features of the Area

Dark Ice: The entire top of the mountain is a sheet of smooth ice. Characters moving across this surface must spend 2 squares of movement to enter a square covered in ice. Increase the DC of all Tumble checks by 5. Brood spawn can move about this surface without penalty. This ice also generates a field that maximizes all cold spells and effects. The effect of this field also applies to the breath weapons of all brood spawn and Father Llymic's deadly chill aura.

Crumbled Pillars: Each one of these pillars counts as difficult terrain. Although ruined, each one radiates overwhelming abjuration magic. More important, the runes on the pillars amplify light spells and effects. Although the true power no longer functions, some residual magic remains. Anyone using a piece of one of these pillars as a material component for a spell that has the light descriptor can cast it normally, despite the current level of the dead sun sign. Each piece of stone is consumed in the casting of the spell and each pile of rubble contains only one piece of stone that can be used for this purpose. A piece of stone can be found with a DC 15 Search check by any character capable of seeing the stone's magical auras.

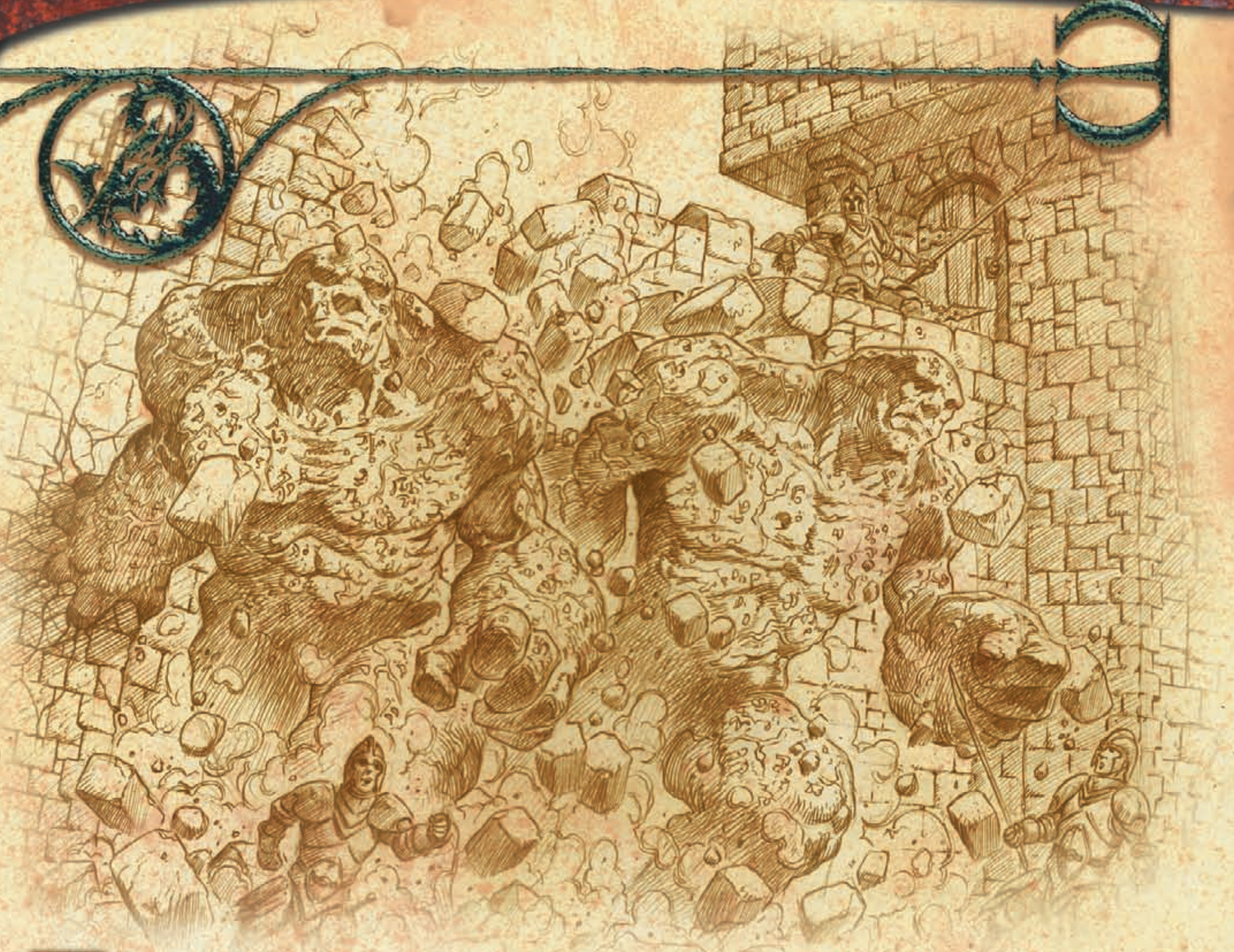
Crevasse: This opening drops down 100 feet, and anyone falling into it takes 10d6 points of falling damage. In addition, the hole radiates a terrible chill. Anyone within 20 feet of the hole takes 8d6 points of cold damage per round and gains one level of soul chill. Characters receive a DC 25 Fortitude save for half damage and to negate the level of soul chill.



Father Llymic has been imprisoned for too long to accept defeat and fights to the death. The moment Father Llymic is reduced to 180 hit points or fewer, he lets out a telepathic cry that calls all brood spawn within a 10-mile radius. Although most do not arrive for some time, any creatures not slain in previous encounters come to his aid after 2 to 3 rounds. In addition, other flying brood spawn might arrive within a few rounds, if the PCs are having an easy time of the fight.

CONCLUSION

The moment Father Llymic is destroyed, a faint flicker of light appears in the sky as the sun returns. Although it takes a few days for the light to return to full strength, this event causes fear in the hearts of all brood spawn, who quickly flee the area. Within a week, all the brood spawn die, melting into pools of ichor that forever stain the landscape. The arctic conditions slowly subside, but the effect on the world is devastating. Entire towns are emptied, crops are ruined, countless animals slain, and the landscape is scarred and ruined. With time, things might return to some semblance of normalcy, but nothing is ever again as it was.



Illus. by R. Horsley

And the Five shall awaken to cleanse the world of living vileness, and when all is purified unto emptiness the Children of Zoretha shall arise to fill creation with their glory. Therefore tremble in thy home, o mortal, for thou standeth between this earth and grim salvation."

—The Zoretha Scrolls, chap. 13, verses 23–25

The Hulks of Zoretha are five stone monoliths that have stood still and silent for as long as history records. Deep within their stone hearts pulse five malevolent intelligences determined to destroy all life on this plane. If awakened, the Hulks will destroy the world to make a nest for their own foul brood.

BACKGROUND

Few scholars have heard of the Hulks of Zoretha. Not many have ever seen the Hulks, and fewer still have lived to pass on the tale of five stone monoliths hidden deep within the mountainous snow-capped north. Those who know of the Hulks have only read of them in dusty ancient scrolls, and the barely comprehensible tidings contained therein are usually discounted as superstitious nonsense, mad ramblings, or at best archaic and obsolete information.

Only the most perceptive aficionados of the ancient and the bizarre notice the strange similarities in the archaic accounts of visits to the Hulks. These accounts reveal that the Hulks have existed far longer than the reach of recorded memory, even that of the elves. They are too old to have been carved by any civilization known to mortal scholarship, and no mythology hints at their creation being attributed to any god. **(Knowledge [history] DC 32)**

The scholars most knowledgeable about the Hulks of Zoretha recognize that the horror of the Hulks is no mere superstitious nonsense. Far from being simple carvings from some primeval civilization, the Hulks of Zoretha radiate some kind of nightmare-inducing power. They are horrifying to all who look upon them, sometimes to the point of driving even servants of the gods mad. Those thus afflicted are sometimes able to reveal more information about the Hulks of Zoretha through their nightmares than history alone could ever disclose. **(DC 37)**

A small number of living mortals in the world have seen the Hulks in person or hold copies of recent accounts of such visits. These people are either too mad to publish their experiences or too fearful for the world if the existence of the Hulks becomes common knowledge. Visitors to the Hulks of Zoretha attest to the presence of mad cults worshiping the Hulks as gods. These cults believe that the monoliths fell from the sky before the dawn of mortals and that they

will one day awaken and purify the world of all sickness and filth. **(DC 42)**

The cults that worship the Hulks compete over the possession of the Zoretha Scrolls, originally penned millennia ago by a dwarf priest and war-scribe known to history only as I Weep. Though I Weep's insane ramblings are difficult to decipher, they indicate that through evaluation of the nightmares of hundreds of different beings, he was able to discern the Hulks' true purpose in this world: The Hulks are forerunners of alien colonization from a place called Zoretha. If awakened, the Hulks will begin with the systematic eradication of all life on the planet to make room for their own horrible alien offspring, which they will give birth to when the time is right. **(DC 47)**

GOALS

The Hulks need some kind of energy infusion to awaken. For some reason, whatever alien race sent this colonization unit to the world never saw fit to awaken its representatives. The Hulks stand conscious but immobile until they can either make contact with their home realm, wherever that might be, or inspire mortals to create the circumstances necessary to bring them to life again. **(Knowledge [arcana] DC 32)**

Once awake, the Hulks will seek to purify the world. Even among scholars and certainly among cultists of the Hulks, the meaning of this purification is hotly debated. The purification is necessary to make way for the Children of Zoretha, the nature of which is also debated. **(DC 37)**

In truth, the purification intended by the Hulks of Zoretha is nothing less than the eradication of sapient life in the world. If awakened, they intend to destroy all beings that might conceivably one day compete for land or resources with the Children of Zoretha. **(DC 42)**

Consisting of four females and one male, the five Hulks of Zoretha will begin to breed and spawn when their purification work is done, filling the world with their own foul descendants. **(DC 47)**

THE HULKS OF ZORETHA IN THE CAMPAIGN

The cults that worship the Hulks of Zoretha have been working for years to raise their strange stone gods to life. Since the Five are preparing to finally awaken, it seems as if they are about to succeed.

Timeline

A possible campaign arc follows, complete with Encounter Levels so that you can design adventures for the PCs and include the various events that must occur to awaken the Hulks of Zoretha.

EL 5: Soelma Nilaenish hires the PCs to discreetly retrieve property that was stolen by a rival scholar. The property in question is a copy of the Zoretha Scrolls (see sidebar), and Nilaenish is concerned about the manuscript falling into the "wrong hands." Everything seems completely legitimate,

THE ZORETHA SCROLLS

Scribed on an unidentifiable material that has somehow endured the millennia intact, the now-crumbling Zoretha Scrolls are not inherently magical, nor do they radiate magic under the effect of a *detect magic* spell. The words contained within the scrolls have a magical effect that occurs when they are read. The scrolls are written in an archaic dialect of Dwarven that can be read only by a speaker of Dwarven who makes a successful DC 35 Knowledge (history) check. Even then, the insane ramblings cannot be correctly deciphered without a DC 40 Knowledge (arcana) check. The scrolls don't need to be understood to take effect; simply reading them is enough.

Every hour spent reading the Zoretha Scrolls increases the chance of forming a mystical link between the scrolls and the nightmare beings that inspired them. The chances per hour are cumulative.

Sign Intensity	Chance Per Hour of Forming Link
None	2
Faint	5
Moderate	10
Strong	25
Overwhelming	100 (link is instantaneous)

If a link is formed, it remains open until the reader stops reading. While the link is open, anyone reading or touching the scrolls is affected by the Hulks' dark visiting malefic property, but the sign can affect any character, and the nightmares plague a reader while awake. This has no effect on spellcasting but causes Wisdom damage to be cumulative each hour until the reader stops reading the scrolls.

Only one or two copies (in addition to the original scrolls) should exist in a given game world, since making a copy requires a scribe to voluntarily and permanently give up her sanity. Copies are usually in book form. No written translation has ever been completed.

Readers who maintain their sanity can learn from the Zoretha Scrolls. With a successful DC 40 Knowledge (arcana) check, the first 5 hours of reading reveals all the information contained in the Background and Goals sections above. Each additional 5 hours (and another check) allows a reader to learn one of the following facts:

1d8	Result
1	The five Hulks are connected with the elements.
2	The colors and basic appearance of the Hulks.
3	One of the three chants needed to awaken the Hulks.
4	One of the six material components of the awakening ritual. (All are rare and expensive and can be clues to help the PCs find the whereabouts of NPCs if necessary.)
5	How to conduct the ritual.
6	The Hulks have breath weapons.
7	One Hulk is faster than the others and flies.
8	The location of the Hulks.

and Nilaenish's rival is violently insane. The PCs retrieve the item as requested and return it to the scholar's safekeeping. She promises to lock the book away safely where no one will ever read it again.

EL 10 (Faint Sign): Tempers are on the rise everywhere when the PCs' old employer, Soelma Nilaenish, contacts them again. She expects trouble at the building where she meets with her scholarly society. She fears that someone wishes to break into the society's artifact collection, which contains a copy of the Zoretha Scrolls. The PCs arrive to find a riot outside the building and must help authorities to calm or disperse the mob. Nilaenish pays them handsomely and seems not to fully understand how or why the riot started. There is no further trouble, but the society increases magical security on its collection of artifacts.

Around the same time, the PCs first hear rumors of a band of evil cultists led by a giant called Soulbiter. Soulbiter's followers have been raiding settlements and causing havoc in the far north.

EL 15 (Moderate Sign): Distressed by a recent discovery, Soelma Nilaenish contacts the PCs to act as her bodyguards on a long journey to the far north. There, she explains, an evil giant is attempting to awaken an ancient evil that she associates with the recent violent behavior of the common people. Near the end of the journey, the PCs encounter Janwulf the Soulbiter and his followers. Janwulf is familiar with Nilaenish and acts as if she has betrayed him somehow. After his defeat at the PCs' hands, Nilaenish leads the party into a death trap, reveals herself to be a powerful and evil wizard, and leaves with Janwulf's followers in her service. She also leaves full payment for the PCs' services as a joke.

EL 18 (Strong Sign): After learning where Nilaenish has gone, the PCs arrive just in time to interrupt her ritual. Assuming they defeat her, they recover her copy of the Zoretha Scrolls. Since the Hulks are still quiescent, the PCs seem to be victorious. A blank page is torn out of the end of Nilaenish's book, however, and one of Janwulf's more memorable cultists was not present at Nilaenish's final battle (encounters 4–1 and 4–2, pages 58 and 60).

By this point in the campaign, most major nations are at war with one another. Fighting is constant everywhere the PCs go.

EL 20 (Overwhelming Sign): Whether or not the PCs attempt to track down the missing page and cultist, they arrive back at the Hulks too late to stop the second ritual. The cultist used the original, crumbling Zoretha Scrolls and ritual instructions scrawled on a scrap of parchment from the back of Nilaenish's copy. The Hulks awaken, and the PCs must fight all five to save the world (encounter 4–3, page 62).

THE HULKS OF ZORETHA IN EBERRON

In Eberron, the Hulks of Zoretha are located somewhere on the unnamed landmass north of the Bitter Sea. With the aftermath of the Last War so recent, the violent effect of the Hulks' blood moon might dredge up old conflicts more quickly than might happen in another setting.

In addition, the prevalence of practical magic in Eberron allows more useful advances than most settings enjoy. The crudeness and squalor of the Temple of Zoretha is therefore all the starker to adventurers in Eberron. Not since the Last War have the PCs seen living conditions so base and impoverished.

THE HULKS OF ZORETHA IN FAERÛN

The Great Glacier is the perfect place for the Hulks of Zoretha to have lain hidden for thousands of years, and the dangerous normal inhabitants of the area explain the natural toughness of the cultists defending it. Carcasses of slain local creatures, perhaps even that of a young white dragon, might be an interesting addition to the cultists' food storage area.

Soelma Nilaenish should be considered a moon elf unless some other race would help her fit into the campaign.

SIGN: BLOOD MOON

The blood moon sets tempers on edge, making people aggressive and angry.

Faint: The starting attitudes of all living, intelligent creatures and characters are reduced by one step (see Influencing NPC Attitudes, *PH* 72). If a creature's attitude drops to hostile, it immediately attacks the closest living creature until it deals damage. At that point, it reverts to its normal starting attitude.

Moderate: As faint, but starting attitudes drop by two steps.

Strong: As moderate, but living creatures also risk flying into an uncontrollable fury. Each day when it awakens (or at the beginning of the day if it does not require sleep), a creature must succeed on a DC 10 Will save or enter a rage identical to that of the barbarian (*PH* 25). Unlike a barbarian, a creature remains in this state until it kills another creature or is itself killed. At the end of the rage, the creature (if it survives) is fatigued.

Overwhelming: As strong, but the DC of the Will save increases to 15. The rage intensifies to an insane frenzy, granting a +6 bonus to Strength instead of +4 and imposing a –4 penalty to AC instead of –2; the other effects of a rage remain unchanged. In addition, the frenzied creature can make one extra attack when taking a full attack action, and it takes 2 points of nonlethal damage each round. At the end of the frenzy, the creature (if it survives) is exhausted.

DESCRIPTION

When quiescent, the four female Hulks of Zoretha look nearly identical and stand in a circle facing each other. They resemble stone monoliths over 20 feet in height, blocky but vaguely humanoid and traced with indecipherable carvings that occasionally seem to move out of the corner of one's eye. They do not look female in any mammalian sense and are not beautiful. One monolith is mottled red and orange; one is gray stone with pale blue veins; a third is brown with sickly green blotches; and the fourth female hulk is dark blue with white veins like crystal.

The male Hulk of Zoretha looks different from the other four. He still resembles a stone monolith but is slightly smaller, especially around the base. He is all black, and his back bulges as if somewhat deformed. Though basically humanoid, the black Hulk exhibits no mammalian male traits. He stands just outside the circle of females, facing out.

When they awaken, the Hulks of Zoretha become slightly more organic in their overall shape and appearance, but their tough hides still resemble stone. The carvings that covered them become tattoos. They remain alien and sexless in overall appearance.

After the first use of any physical attack, a female Hulk shows signs of her associated energy type. The red and orange hulk begins to flicker with pale flames, while the gray and pale blue hulk is brushed lightly with frost. Foul liquid drips from the brown and green hulk, and the dark blue and white hulk crackles slightly with static electricity. Upon awakening, the male Hulk of Zoretha unfurls large black wings and reveals a graceful, slightly shadowy form, perfectly molded to human standards of beauty.

Hulk of Zoretha (Female) CR 16

hp 336 (16 HD); fast healing 15; **DR** 10/epic

CE Huge outsider (evil)
Init +0; **Senses** blindsight 500 ft., darkvision 60 ft., *true seeing*; Listen +23, Spot +23
Languages Abyssal, Celestial, Infernal, *telepathy* 1,000 ft., *tongues;* Aquan (ice hulk), Auran (lightning hulk), Ignan (fire hulk), Terran (acid hulk)

AC 32, touch 8, flat-footed 32
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), paralysis; plus
fire (fire hulk) or
cold (ice hulk) or
acid (acid hulk) or
electricity (lightning hulk)
Resist acid 20, electricity 20 (fire hulk and ice hulk) or
fire 20, electricity 20 (acid hulk) or
fire 20, cold 20 (lightning hulk);
SR 24 (all)
Fort +23, **Ref** +10, **Will** +14

Speed 60 ft. (12 squares)
Melee slam +31/+26/+21/+16 (2d10+25 plus 2d6 energy [fire, cold, acid, or electricity])
Space 15 ft.; **Reach** 15 ft.
Base Atk +16; **Grp** +41
Atk Options Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Overrun, Power Attack
Special Actions breath weapon, summon elemental, waking nightmare

Abilities Str 45, Dex 10, Con 37, Int 16, Wis 19, Cha 10
SQ dark visiting (malefic property), nondetection, quiescent invulnerability, sign (blood moon)
Feats Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Overrun, Power Attack
Skills Climb +36, Diplomacy +2, Intimidate +19, Jump +48, Knowledge (arcana) +22, Knowledge (the planes) +22, Knowledge (religion) +22, Listen +23, Search +22, Sense Motive +23, Spot +23, Swim +36

Breath Weapon (Su) 50-ft. cone, once every 1d4 rounds, damage 14d10 energy (of an energy type appropriate to that hulk), Reflex DC 31 half.
Summon Elemental (Sp) A female Hulk of Zoretha can summon elementals once per day—one elder, two greater, or four Huge. The elementals arrive in 1d4 rounds and serve for 1 day or until released. The fire hulk summons fire elementals; the ice hulk summons water elementals; the acid hulk summons earth elementals; and the lightning hulk summons air elementals. All hulks summon chaotic evil elementals.
Waking Nightmare (Su) The female Hulks of Zoretha are so horrifying that they induce waking nightmares in their opponents. Three times per day as a swift action, a Hulk can induce waking nightmares in all opponents within a 5-foot radius. Opponents thus affected must make a DC 22 Will save or be subjected to the following effects for 1d6 rounds as they are immersed in a waking dream.

Hulk	Effect on Opponent
Fire	Attacks self in melee as a standard action, seeing a monster burrowing under own skin
Ice	Begins to drown without water; Fortitude save each round (DC 22, +1 per round) or fall unconscious for 1d4 rounds
Acid	Screams in terror from horrible visions; can take only move actions
Lightning	Wracked with phantom pain; –4 to all rolls, takes 2d6 nonlethal damage

Anathematic Secrecy (Su) The female Hulks of Zoretha are immune to all divine divination spell effects.
Dark Visiting (Su) Any divine spellcaster who sleeps within 100 miles of the Hulks must succeed on a DC 18 Will save or take 1d4+1 points of Wisdom damage and be fatigued for the day. The spellcaster additionally cannot regain spells, power points, or any similar ability that requires rest. A spellcaster who is reduced to half normal Wisdom is affected by *insanity* while within this area.
Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.
Quiescent Invulnerability (Su) When dormant, a Hulk of Zoretha cannot be harmed by any means. Once awakened, Hulks of Zoretha cannot become dormant again.

Hulk of Zoretha (Male) CR 16

hp 256 (16 HD); fast healing 15; **DR** 10/epic

CE Huge outsider (evil)
Init +12; **Senses** blindsight 500 ft., darkvision 60 ft., *true seeing*; Listen +23, Spot +23
Languages Abyssal, Celestial, Infernal, *telepathy* 1,000 ft., *tongues*

AC 44, touch 20, flat-footed 32; uncanny dodge
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), poison, paralysis
Resist acid 20, fire 20, cold 20, electricity 20; **SR** 24
Fort+18, **Ref** +22, **Will** +14

Speed 80 ft. (16 squares); fly 80 ft. (clumsy); Flyby Attack
Melee 2 claws +26 each (1d8+11 plus poison) and bite +24 (2d6+11 plus poison)
Ranged spikes +26/+21/+16/+11 (2d8 plus poison)
Space 15 ft.; **Reach** 15 ft.
Base Atk +16; **Grp** +35
Atk Options Point Blank Shot, Precise Shot, poison (Fortitude DC 26, 1d6 Con/2d6 Con), sneak attack +8d6
Special Actions hypnotic gaze, summon displacer beast

Abilities Str 33, Dex 35, Con 27, Int 33, Wis 19, Cha 24
SQ dark visiting (malefic property), improved uncanny dodge, nondetection, quiescent invulnerability, sign (blood moon)
Feats Flyby Attack, Hover, Multiattack, Point Blank Shot, Precise Shot, Weapon Finesse
Skills Balance +33, Bluff +26, Climb +30, Concentration +27, Diplomacy +30, Hide +23, Intimidate +28, Jump +52, Knowledge (arcana) +30, Knowledge (history) +30, Knowledge (the planes) +30, Knowledge (religion) +30, Listen +23, Move Silently +31, Search +30, Sense Motive +23, Spellcraft +32, Spot +23, Tumble +33

Spikes (Ex) The male Hulk of Zoretha can shoot up to four poisoned spikes per round from his forearms as a ranged weapon with a range increment of 100 feet. Spikes regenerate immediately after use.

Hypnotic Gaze (Su) The male Hulk of Zoretha can hypnotize foes into helplessness. Five times per day as a swift action, the Hulk can force a target opponent to make a DC 22 Will save or lose all sensory and time perception until the end of the Hulk's action. On a failed Will save, the target loses her Dex and shield bonus to AC, is treated as if blinded, and is held immobile until the Hulk finishes his action for the round.

Summon Displacer Beast (Su) The male Hulk of Zoretha can summon a displacer beast pack lord once per day. The displacer beast pack lord summoned is chaotic evil. It arrives in 1d4 rounds and serves for 1 day or until released.

Anathematic Secrecy (Su) The male Hulk of Zoretha is immune to all divine divination spell effects.

Dark Visiting (Su) Any divine spellcaster who sleeps within 100 miles of the male Hulk must succeed on a DC 25 Will save or take 1d4+1 points of Wisdom damage and be fatigued for the day. The spellcaster additionally cannot regain spells, power points, or any similar ability that requires rest. A spellcaster who is reduced to half normal Wisdom is affected by *insanity* while within this area.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

Quiescent Invulnerability (Su) When dormant, a Hulk of Zoretha cannot be harmed by any means. Once awakened, Hulks of Zoretha cannot become dormant again.



Waking Hulks

Illus. by R. Horsley

SOELMA NILAENISH

"The world disgusts me. People are treacherous, crude, and cruel, and the natural world is no better. When you're as old as I am, there really is nothing left to feel but loathing."

—Soelma Nilaenish, loremaster

Soelma Nilaenish is an old elf wizard and loremaster. She is quiet and polite. Her colleagues would describe her as shy and lonely—some would call her boring. Though she is respected in the scholarly fields of history and magic, only true aficionados of both subjects know of her. Several years ago, she founded a society for scholars, which became popular with historians from all over the world. She never traveled far from home, and she has become increasingly reclusive.

Her colleagues say that Soelma has changed recently. They are not certain what sparked the change, but she has been more confident and more hopeful recently.



Soelma Nilaenish

Illus. by E. Widermann

GOALS

Soelma Nilaenish has always been a remarkable woman, but few outside the scholarly community know her. She was never beautiful or charming and never had good friends. The maiden aunt who raised her died when Soelma was 196 years old, and she has been alone in the world since then.

Over the years, Soelma became depressive in her outlook on life and finally arrived at the point where she hates everything, herself most of all. Recently the shy, ever-unnoticed Soelma decided she would like the world to pay attention to her before she leaves it. To that end, she painstakingly researched the perfect way to end it all. She looks forward to the cessation of all life in the world with relief and hope, and devotes every moment toward achieving her dream.

USING SOELMA NILAENISH

Soelma begins the campaign as an occasional employer of the PCs. She pays them well and on time, always gives them accurate information, and offers useful advice. Though never friendly, she is also never rude. Soelma is wealthy and uses money instead of diplomacy when she can.

The PCs should occasionally receive hints about the depths of Soelma's depression, and this should become a more frequent occurrence as the campaign progresses. When she decides the time is right to voyage to the Hulks in person, her demeanor changes from passivity to one of taut excitement and hope. PCs might be led to believe that the prospect of saving the world from evil, which she states as her goal on the journey, has filled her with a newfound purpose in life. Since Soelma by this point is insane enough to genuinely believe that her actions will make the world a better place, her behavior involves little deception.

Once Nilaenish has used the PCs to help her defeat Janwulf, her chief rival for control of the Hulks' cultists, she betrays them in a manner that she has been preparing since she first met the characters, and then she leaves them to die. When the PCs meet her again, all traces of shyness and sanity are gone. She behaves like a religious fanatic, still genuinely believing that she is destroying the world for its own good.

DESCRIPTION

Mousy and plump for an elf, Soelma Nilaenish could best be described as plain. She is short for her race but not remarkably so, and her dishwater hair and small brown eyes hint of human blood at some point in her ancestry, despite her otherwise elflike features. Intelligent and bookish, Soelma never had much interest in anything outside her scholarly pursuits. She dresses in plain clothing without adornments and even designs her own magic items to be plain. She keeps her hair cut short for easy care.

Soelma's shyness makes her very difficult to read. She puts great effort into seeming emotionless and polite, but the hate inside her has been building for so long that nothing can heal her wounds. She seems sane and logical, but she is quite mad underneath.

SOELMA NILAENISH **CR 18**
hp 104 (18 HD)

Female elf wizard 7/loremaster 10/rogue 1
NE Medium humanoid (elf)
Init +3; **Senses** low-light vision; Listen +0, Spot +0
Languages Celestial, Common, Draconic, Dwarven, Elven, Giant, Gnome, Infernal, Orc, Sylvan

AC 20, touch 19, flat-footed 16
Immune mind-affecting spells and abilities, magic sleep effects
Fort +7, **Ref** +10, **Will** +12; +2 against enchantments

Speed 30 ft. (6 squares)
Melee *+3 unholy rapier of spell storing* +10/+5 (1d6–1 plus 2d6 against good/18–20)
Base Atk +8; **Grp** +7
Atk Options sneak attack +1d6
Special Actions Deformity (madness), Reflexive Psychosis
Combat Gear 3 *potions of cure serious wounds, potion of lesser restoration, potion of neutralize poison, potion of protection from good*
Wizard Spells Prepared (CL 17th):
9th—*crushing fist of spite*[BoVD] (DC 27)
8th—*greater shout* (DC 24), *Otto's irresistible dance*
7th—*ghostform*[CAr], *reverse gravity, whirlwind of teeth*[BoVD] (DC 23)
6th—*chain lightning* (DC 22), *greater dispel magic, mislead* (DC 22), *summon monster VI, true seeing*
5th—*baleful polymorph* (DC 21), *cloudkill* (DC 21), *friend to foe*[PH2] (DC 21), *greater blink*[CAr], *greater fireburst*[CAr] (DC 21)
4th—*bestow curse* (DC 20), *burning blood*[CAr], *greater invisibility, stoneskin, wall of fire*
3rd—*drown*[BoVD] (DC 19), *evil eye*[BoVD] (DC 19), *greater mage armor*[CAr], *vampiric touch, vertigo field*[PH2] (DC 19)
2nd—*cat's grace, darkness, electric vengeance*[PH2], *mirror image* (2), *resist energy* (2)
1st—*bestow wound*[BoVD] (DC 17), *mage armor, magic missile* (2), *shield, true strike*
0—*ghost sound* (DC 16), *mage hand, prestidigitation, resistance*

Abilities Str 8, Dex 17, Con 15, Int 22, Wis 7, Cha 12
SQ dodge trick (loremaster secret; +1 dodge bonus to AC), trapfinding
Feats Craft Staff, Craft Wondrous Item, Deformity (madness)[B], Forge Ring, Improved Toughness[LM], Maximize Spell[B], Quicken Spell, Reflexive Psychosis, Scribe Scroll[B],Willing Deformity
Skills Bluff +22, Concentration +22, Decipher Script +26, Diplomacy +3, Disguise +1 (+3 acting), Gather Information +21, Intimidate +9, Knowledge (arcana) +27, Knowledge (history) +26, Listen +0, Search +13, Spellcraft +28, Survival –2 (+0 following tracks)
Possessions combat gear plus *+3 spell storing unholy rapier, bracers of armor +1, ring of protection +5, boots of the winterlands,* 6 *potions of undetectable alignment*

JANWULF THE SOULBITER

"The world is impure. Join me, and together we shall lead the righteous into a new era of purity!"

—Janwulf the Soulbiter

For the first time, all the cults of Zoretha are united as one and functioning coherently toward a common purpose. This unity is due to the cunning leadership of a frost giant known as Janwulf the Soulbiter. Janwulf (who invented his moniker himself) rules the cultists with an iron fist, leading them on raids of surrounding settlements and actively recruiting new members.

GOALS

Janwulf has no desire to destroy the world, nor any real intention to awaken the Hulks. His worshipful speech and behavior is a ruse to get him what he really wants—more power. Indeed, Janwulf believes that a hopeless religion constructed around the worship of a false god is perfect for amassing a multitude of blindly loyal followers to do his bidding. Ideally, he hopes to start his own empire.

USING JANWULF

Janwulf should appear to be utterly devoted to the Hulks of Zoretha. However, since all he is really doing is manipulating cultists to his will, he rarely takes actual steps toward waking the Hulks. Janwulf is wary of Soelma Nilaenish when she approaches him about her plans. He will never work to help her, and she knows it.

Janwulf uses his bard spells, fake magic jewelry, and *pipes of sounding* to mimic divine spellcasting and communication with the Hulks. He prefers to conquer through intimidation rather than actual combat.

DESCRIPTION

Handsome and charming for a frost giant, Janwulf has always been a good speaker and an ambitious dreamer. Something of a bully and braggart as well, Janwulf has proven himself to be a persuasive leader with a talent for self-promotion.

Knowing that he would never have the combat ability necessary to rule other frost giants, the undaunted Janwulf simply moved on to smaller folk until he came across the cultists of Zoretha. A combination of charm and intimidation managed to convince them that he was chosen by the Hulks to lead the world into the next age.

Janwulf is civilized and well dressed as frost giants go. He keeps himself clean and groomed, and he has a great appreciation for civilized luxury of all kinds.

JANWULF THE SOULBITER **CR 15**
hp 226 (25 HD)

Male frost giant bard 11
NE Large giant (cold)
Init +2; **Senses** low-light vision; Listen +7, Spot +12
Languages Common, Dwarven, Elven, Giant, Orc

AC 26, touch 14, flat-footed 24;
Immune cold
Resist 75% chance that critical hits and sneak attacks deal normal damage
Fort +17, **Ref** +13, **Will** +13
Weakness vulnerability to fire

Speed 40 ft. (8 squares)
Melee+*2 keen greataxe* +26/+21/+16/+11 (3d6+11/19–20×3) or
Melee 2 slams +23 each (1d4+6)
Ranged rock +23 (2d6+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +18; **Grp** +28
Atk Options Cleave, Great Cleave, Improved Overrun, Improved Sunder, Power Attack

Special Actions bardic music 11/day (countersong, *fascinate* 4 targets, inspire courage +2, *suggestion* (DC 21), inspire greatness), rock throwing
Combat Gear *horn of blasting, horn of goodness/evil, pipes of haunting, pipes of pain,* 2 *potions of cure serious wounds, wand of dispel magic* (25 charges), *wand of heightened suggestion* (CL 4th, 19 charges)
Bard Spells Known (CL 11th):
4th (2/day)—*dominate person* (DC 20), *greater invisibility, shadow conjuration* (DC 22)
3rd (4/day)—*cure serious wounds, displacement, glibness, major image*
2nd (5/day)—*cure moderate wounds, sound burst* (DC 18), *suggestion* (DC 18), *tongues*
1st (5/day)—*charm person* (DC 17), *cure light wounds, grease* (DC 18), *silent image* (DC 19)
0 (3/day)—*detect magic, flare* (DC 16), *ghost sound* (DC 18), *light, mage hand, mending, prestidigitation*

Abilities Str 22, Dex 14, Con 21, Int 16, Wis 15, Cha 23
SQ rock catching
Feats Cleave, Great Cleave, Greater Spell Focus (illusion), Improved Overrun, Improved Sunder, Persuasive, Power Attack, Spell Focus (illusion), Weapon Focus (greataxe)
Skills Appraise +3 (+5 jewelry), Bluff +26, Climb +10, Concentration +18, Craft (gemcutting) +9, Diplomacy +25, Disguise +6 (+8 acting), Intimidate +19, Jump +18, Knowledge (history) +10, Listen +7, Perform (pipes) +24, Sense Motive +11, Spellcraft +11, Spot +12
Possessions combat gear plus +3 *mithral breastplate of moderate fortification, +2 keen greataxe, cloak of Charisma +4, pipes of sounding,* 4 *potions of neutralize poison,* 1,030 gp in jewelry

THE TEMPLE OF ZORETHA

The Hulks of Zoretha have no true temple, but the five of them have stood in one place for thousands upon thousands of years. In this location, cultists have carved out a lair that they call the Temple of Zoretha.

The rock and ice of this "temple" have been hollowed out by hand to form a vast cavern with a permanent roof of ice hundreds of feet thick and a warren of tunnels and chambers leading off it. Cultists make their homes, such as they are, in these smaller chambers. Fire pits with crude chimneys cut into the rock allow cultists to keep themselves warm despite the year-round freezing temperatures. A nearby coal deposit provides fuel in the treeless wasteland they inhabit.

All life in the temple centers around the great cavern where the uncaring monoliths have stood since far past the reach of mortal memory. Vast, echoing, and largely empty, the cavern nevertheless swarms with indistinct whispers and eerie shadows. During the day, sunlight filters thinly through the



Entering the temple

Illus. by W. England

frozen roof, casting strange ripples and prisms of dim light. At night, torchlight glimmers against the ice ceiling, and the weird markings on the Hulks' bodies produce a shimmering effect.

KEY FEATURES

Mad cultists with little knowledge of architecture designed the temple of Zoretha. It was intended to be a cathedral and resting place grand enough for gods. What is most remarkable is how well the cultists succeeded at their goal, for the main cavern of the temple is nothing if not awesome.

At its highest point, right above the Hulks, the ceiling of the cavern is 150 feet in height, and a roughly 90-foot-radius circle of it is ice. Large fires are never burned in the great cavern, so it is always very cold there.

The ice ceiling allows for illumination throughout the chamber during daylight hours, though the light is blue and the room is lit no better than it would be with candles and torches. The cultists leave the place dark at night, except when they perform rituals. During rituals they use torches and fire pits similar to those in the cultists' sleeping quarters. Any light causes strange shimmers and tricks of the eye.

Other ceilings in the temple complex are stone, and most are 20 feet tall or lower. Some are as small as 5 feet tall. The exception to this is the main entry hall, which at 40 feet in height is designed to be a comfortable space for the 20-foot-tall monoliths once they awaken. All light outside the main cavern comes from fire pits left burning for warmth.

DEFENSES

The Temple of Zoretha is well defended by the cultists who live there. Even when the majority are out raiding or hunting, a substantial guard is left behind to defend their gods' resting place. Surviving the harsh climate and the cult's internal squabbles make cultists tougher and better fighters than average folk. Defenders of less than CR 5 are rare.

After the main gate, the next line of defense is the great hall itself. Intruders are ambushed upon entry if possible. Cultists know that their monoliths are invulnerable, and those retaining the slightest shred of sanity do not defend the main cavern to the death.

The twists and turns of the smaller chambers and tunnels provide useful ambush spots or defensible last stands. If faced with particularly powerful intruders, the strongest Medium and Small warriors have instructions to defend the library, which can be accessed only by Medium or smaller creatures. Defenders of the library fight to their last breath.

Once the Hulks' blood moon sign reaches the strong or overwhelming stage, cultists of Zoretha can voluntarily enter a rage as noted in the sidebar on page 50.

ENCOUNTER AREAS

A. The Entrance Tunnel (EL 12 +)

Set into an icy cliff face, this enormous tunnel is obscured by huge, fanglike icicles and large piles of packed snow (Spot DC 20 to notice the entrance before entering bowshot range). The entrance tunnel is guarded by ten to twelve cultists who gain cover from the ice and snow in the opening. Guards attack anyone they do not know as soon as they are in range. There is no password, and they cannot be reasoned with or bribed. Encounter 4–1, page 58, provides an example of entrance guards who are prepared for powerful opponents.

B. The Cavern (EL varies)

Any cultists in the cavern attack intruders on sight. In combat, keep in mind the huge scale of the room. Most Medium cultists worshiping among the monoliths, for example, need at least 2 rounds to reach melee fighting range of the entrance. All ranged fighters should have little trouble finding cover among the support pillars along the edge of the hall or behind the monoliths themselves. If a leader is present, cultists attempt to surround and trap intruders in the central area, so that they can be picked off by archers. Encounter 4–2, page 60, portrays the final fight with Soelma Nilaenish and the cultists in this area.

C. Ambush Spot (EL varies)

This alcove just inside the main entrance makes a perfect ambush spot to surprise those coming up the entrance tunnel. Stone formations and a well-placed support pillar grant anyone crouching here a +5 bonus on Hide checks in all but full daylight. If cultists are prepared for the PCs' arrival, four to five Medium cultists are hidden here when the PCs enter. Once the male Hulk awakens, he uses this ambush spot if given an opportunity to do so.

D. Janwulf's Home (EL 10)

The back half of this smaller room has been turned into a tidy and comfortable personal quarters for a Large-size creature, with a magically everburning fireplace, piles of cured animal hide blankets forming a bed, a well-made wooden writing desk and chair, neatly organized shelves, and a large chest. Janwulf's wealth and remaining possessions can be found in this chamber. Janwulf used every magic trap he was able to pay for to keep intruders from rifling through his things, and the spells are still in place. Use high-CR touch or proximity magic traps for the doorway, shelves, chest, and a secret panel in the chest.

Treasure in the room includes four silk tapestries on the walls that depict scenes of violent horror (1,000 gp each), a large crystal wine glass with an ornate gold base (3,000 gp), a silver ice bucket for chilling wine (2,000 gp), candlesticks (100 gp each), fine fabric on the mantelpiece (300 gp), and furs on the bed (350 gp total). The large desk and chair are made of darkwood and worth 500 gp each. The shelves (carved into the wall) contain only the works of a frost giant poet, worth 500 gp if the party can find a collector of depressing love poetry written in Giant.

The chest holds 4,000 gp and 500 pp. The chest is embroidered on the inside with nine bloodstones worth 50 gp each adorning a velvet cloth (worth 300 gp). If the PCs remove the velvet lining they find a secret panel and a tiny compartment holding five gemstones, each worth 1,000 gp: one diamond, one ruby, one topaz, one sapphire, and one black pearl.

E. Small Sleeping Area (EL varies)

Some Small and Medium cultists sleep here. The area is filthy and smells of unwashed bodies. Any cultists hiding here will probably be terrified of the characters, but being crazy and trapped, they still attempt to fight their way out.

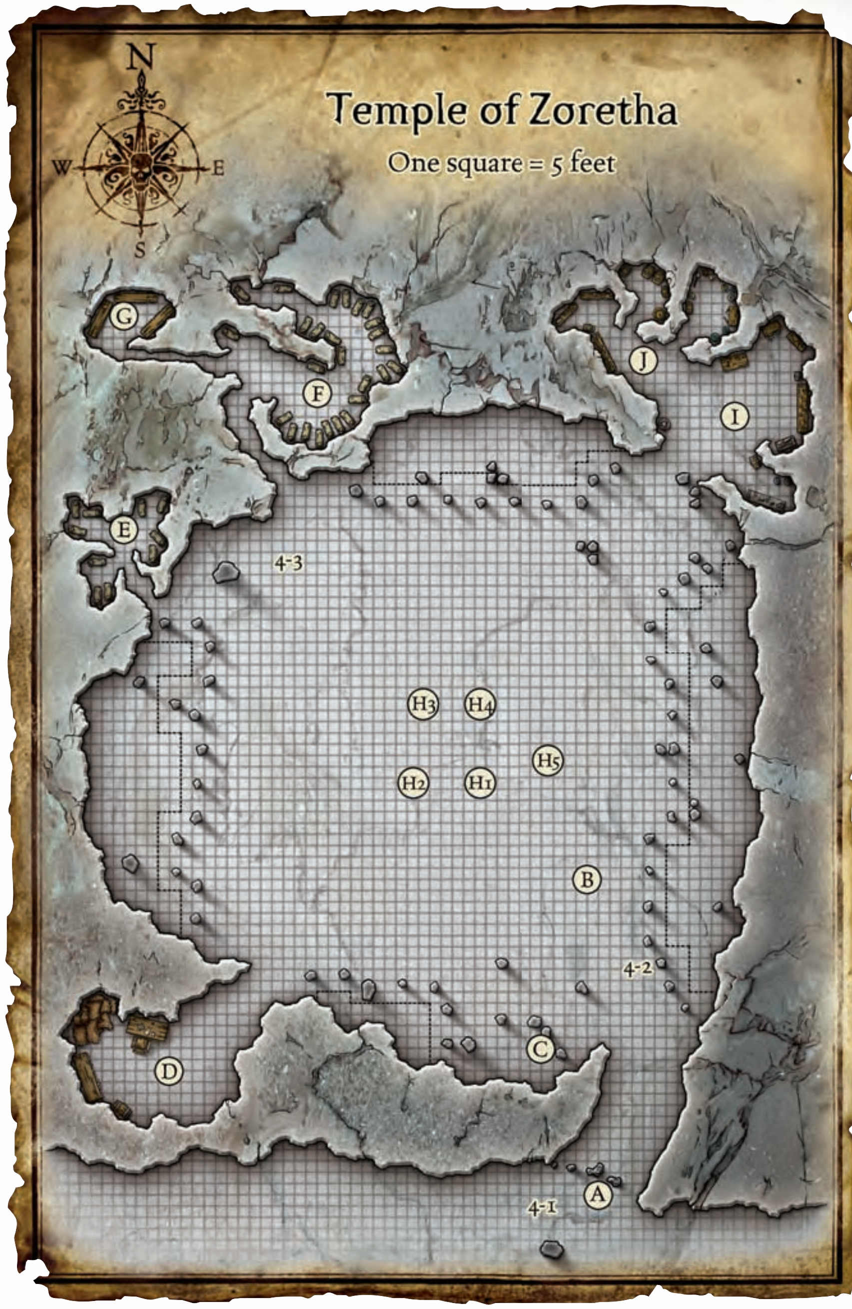
F. Large Sleeping Area (EL varies)

Much like area J, this room is filthy and smelly, full of poorly tanned animal hides and little else. A few starved and sickly noncombatant cultists lie in the filth.

A second tunnel leads to area L, but it is small and difficult to notice in the shadows. Unless someone fully enters the chamber, it cannot be seen at all. If the PCs enter the room but choose not to search it, have them make a DC 20 Spot check to see the second tunnel. The Search DC to find the tunnel is 15.

G. Library (EL varies)

Here the cultists keep their stash of manuscripts referencing the Hulks of Zoretha as well as any other texts the cultists have decided allude to the Hulks. The original Zoretha Scrolls are not present. Other books and scrolls here include fairy tales and fiction, a *vacuous grimoire*, and divine scrolls of *lesser animate dead*, *unholy aura*, *unhallow*, and *wail of the banshee*. Several cultists (minimum CR 8 each) make a stand here. They fight to the death to protect their precious books.



H1. Fire Hulk

Before awakening, the red and orange mottled fire Hulk stands here, facing the acid Hulk.

H2. Ice Hulk

The quiescent gray ice Hulk stands here, facing the lightning hulk. Pale blue lines that look like veins in the stone monolith glimmer wetly in torchlight.

H3. Acid Hulk

Until the Hulks are raised, the brown acid Hulk stands here, splotched randomly with sickly green patches that resemble lichen. The acid Hulk faces the fire hulk.

H4. Lightning Hulk

Before awakening, the dark blue lightning Hulk stands here, facing the ice Hulk. Torchlight sparkles brightly in the white crystal lines that run through the apparently stone Hulk.

H5. Male Hulk

The fifth Hulk stands here, facing the entrance. Though he is made of a black stonelike substance, his eyes follow observers.

I. Ritual Room

The cultists keep their pseudo-religious paraphernalia here, including costumes and props for bizarre rites; many of the items are blood-soaked, and nearly all are poorly made. A few minor magic items are scattered in the mix, such as a *+1 wounding dagger* that has obviously been used for blood sacrifices, an *eversmoking bottle*, and a flask of *sovereign glue*. The cult leaders keep the best acquisitions for themselves.

J. Storage

The three smaller back chambers of the ritual room serve the cultists as storage areas. They keep food in one area, torches, fuel, and other supplies in a second, and weapons and armor in the third. All of it is filthy, mundane, and poorly organized.

Into the Temple

Encounter Level 16

SETUP

The encounter begins either when the characters make their Spot checks to notice the defenders hiding among the snow slopes or immediately following the archers' surprise round. Place the wat trolls (T), ogre tempests (O), and whitespawn berserkers (W) as the PCs notice them.

When a character gets a clear line of sight to the defenders, read:

Facing you in battle is a strange assortment of cultists: vicious-looking trolls wearing armor and using weapons, several particularly well-armed ogres, and some white-scaled humanoids with reptilian faces. Some appear to have succumbed to the blood moon rage.

3 War Trolls[MM3] CR 12

hp 162 (12 HD); regeneration 9; **DR** 5/adamantine

LE Large monstrous humanoid
Init +7; **Senses** darkvision 90 ft., low-light vision, scent; Listen +11, Spot +12
Languages Giant

AC 31, touch 12, flat-footed 28
Fort +13, **Ref** +11, **Will** +12

Speed 30 ft. (6 squares) in breastplate, base speed 40 ft.
Melee mwk greatsword +23/+18/+13 (3d6+15/19–20) and bite +19 (1d6+5) or
Melee 2 claws +21 each (1d8+10) and bite +19 (1d6+5)
Ranged mwk composite longbow +15/+10/+5 (2d6+10/×3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +22
Atk Options dazing blow

Abilities Str 31, Dex 16, Con 29, Int 8, Wis 15, Cha 10
Feats Alertness, Improved Initiative, Iron Will, Multiattack, Weapon Focus (greatsword)
Skills Listen +11, Spot +12
Possessions breastplate, masterwork greatsword, masterwork composite longbow (+10 Str bonus) with 20 arrows

Dazing Blow (Ex) If a war troll hits with a weapon or claw attack, the opponent must make a DC 25 Fortitude save or be dazed for 1 round.
Regeneration (Ex) Acid deals normal damage to a war troll. If a war troll loses a limb or a body part, the lost portion regrows in 2d4 minutes. The creature can reattach the severed member instantly by holding it to the stump.

When the characters first see the entryway, read:

The cave is hidden against the icy cliff face by piles of snow and huge icicles that hang down from its roof like teeth. Movement behind the icicles and snow shows the presence of defenders.

When a character comes within 20 feet of the entrance, read:

A patch of ice gleams on the ground between you and the defenders. It appears very slick.

4 Ogre Tempests CR 9

hp 105 (10 HD)

Ogre fighter 4/tempest[CAd] 2
CE Large giant
Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +3
Languages Common, Giant

AC 24, touch 13, flat-footed 21; Dodge, Mobility
Fort +16, **Ref** +6, **Will** +2

Speed 40 ft. (8 squares); Spring Attack
Melee *+1 orc double axe* +15/+10 (2d6+8/×3) and mwk orc double axe +15/+10 (2d6+3/×3) or
Melee *+1 orc double axe* +16/+11 (2d6+11/×3)
Ranged spear +11 (2d6+7/×3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +9; **Grp** +20
Combat Gear *oil of magic weapon, potion of bull's strength, potion of cure light wounds, potion of protection from good, potion of shield of faith (+2)*

Abilities Str 25, Dex 17, Con 18, Int 5, Wis 8, Cha 3
SQ ambidexterity
Feats Dodge, Exotic Weapon Proficiency (orc double axe)[B], Improved Toughness[LM], Improved Two-Weapon Fighting[B], Mobility, Spring Attack[B], Two-Weapon Fighting[B]
Skills Jump +16, Listen +2, Spot +3
Possessions combat gear plus *+1 mithral breastplate*, +1/masterwork *orc double axe, cloak of resistance +1*, 3 spears

Ambidexterity (Ex) When wielding two weapons or a double weapon, an ogre tempest's penalties for fighting with two weapons are reduced by 1. Included above.
Tempest Defense (Ex) When wielding two weapons or a double weapon, an ogre tempest gains a +1 bonus to Armor Class.

3 WHITESPAWN BERSERKERS[MM4] **CR 6**
hp 93 (8 HD)

Whitespawn hunter barbarian 2
CE Medium monstrous humanoid (cold, dragonblood)
Init +6; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +6
Languages Common, Draconic

AC 17, touch 10, flat-footed 17; uncanny dodge
Immune cold, paralysis, magic sleep effects
Fort +12, **Ref** +8, **Will** +9
Weakness vulnerability to fire

Speed 30 ft. (6 squares) in breastplate; base speed 40 ft.
Melee mwk spiked chain +16/+11 (2d4+10/×3) or
Melee handaxe +15/+10 (1d6+7/×3)
Ranged mwk composite shortbow +11/+6 (1d6+5/×3)
Space 5 ft.; **Reach** 5 ft. (10 ft. with spiked chain)
Base Atk +8; **Grp** +15
Atk Options rage 1/day (9 rounds)
Combat Gear *oil of magic weapon*, 3 *potions of bull's strength*, 3 *potions of cure light wounds*, *potion of resist fire*

Abilities Str 24, Dex 14, Con 22, Int 6, Wis 12, Cha 13
SQ fast movement, ice step
Feats Alertness, Improved Initiative, Track
Skills Listen +8, Ride +4, Spot +6, Survival+8
Possessions combat gear plus +1 *breastplate*, masterwork spiked chain, handaxe, masterwork composite shortbow (+5 Str bonus) with 20 arrows, 5 adamantine arrows, 10 cold iron arrows, *cloak of resistance* +1, hemp rope (50 feet), 10 pitons, ivory token of Tiamat worth 200 gp

Ice Step (Ex) Whitespawn berserkers ignore all movement penalties associated with snow or ice on the ground. They always succeed on Balance checks against effects caused by ice or by spells or special abilities that have the cold descriptor.

When not raging, a whitespawn berserker has the following changed statistics:
hp decrease by 16
AC 19, touch 12, flat-footed 19
Fort +10, **Will** +7
Melee mwk spiked chain +14/+9 (2d4+7) or
Melee handaxe +13/+8 (1d6+5/×3)
Grp +13
Abilities Str 20, Con 18

TACTICS

In the first round, the guards at the gate sound the alarm to the rest of the temple, then do their best to pick off the PCs with ranged attacks while they retain their cover behind the snow and icicles. They will not be drawn out of their tunnel. The creatures outside the tunnel keep the PCs from advancing quickly to allow their allies to fire.

Since the guards sounded the alarm during the first rounds, the longer this fight takes, the better prepared the cultists are when the PCs finally enter the main cavern. After the fifth round, consider one main cavern cultist per round to have taken 20 on Hide and Move Silently checks to ambush the PCs.

FEATURES OF THE AREA

Ice Slick: A flat patch of very slick ice lies in front of the entrance, extending outward 10 feet from the northern snow pile. All movement costs are doubled while traversing the ice slick, and crossing requires a DC 25 Balance check to keep from falling prone, once every 10 feet.

Snow Piles: Steep slopes of packed snow lead up to the entrance. The slope and the unsure footing of the deep snow make movement very slow over the snow piles (movement costs are tripled). In addition, a creature attacking a target on an ice slope from a higher tier gets a +1 bonus for being on higher ground.

Icicles: As well as providing cover for the trolls, the icicles at the tunnel mouth act as a barricade against intruders. A DC 20 Spot check reveals an easy path through the hanging icicles, along the eastern side of the entrance. Any Medium or Large creature trying to take any other path must take a full-round action to do so and loses any Dexterity bonus to AC during this round.



CONCLUSION

The last guards fall back into the main cavern rather than die where they stand. These guards run through the cavern, hoping the PCs will follow and be surrounded on all sides by the community.

Stop the Ritual

Encounter Level 17

SETUP

The creatures present here include skindancers (S), greathorn minotaurs (M), and a cave troll (T). Many of them hide in the ambush spot and behind support pillars. Soelma Nilaenish (SN) stands at the Hulks' feet and doesn't stop her ritual after combat begins.

When the PCs enter the cavern, read:

The cavern stretches before you, illuminated only by light from a domed roof of thick ice. Five monoliths stand in the center of the cavern. The Hulks are motionless, but as your eyes adjust you see creatures in the shadows and Soelma Nilaenish leading a ritual at the monoliths' feet.

Cave Troll[MM3] — CR 8

hp 112 (9 HD); fast healing 8

CE Large giant
Init +1; **Senses** darkvision 90 ft., low-light vision, scent; Listen +6, Spot +6
Languages Giant

AC 21, touch 10, flat-footed 20
Fort +14, **Ref** +4, **Will** +6

Speed 40 ft. (8 squares)
Melee 2 claws +14 each (2d6+9) and bite +9 (1d6+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +19
Atk Options Power Attack, dazing blow, improved grab, pounce, rake, rend

Abilities Str 29, Dex 13, Con 27, Int 3, Wis 13, Cha 6
Feats Alertness, Iron Will, Power Attack, Track
Skills Jump +16, Listen +6, Spot +6, Survival+4 (+8 tracking by scent)

Dazing Blow (Ex) If a cave troll hits with both claw attacks, the opponent must make a DC 22 Fortitude save or be dazed for 1 round.
Improved Grab (Ex) To use this ability, a cave troll must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.
Pounce (Ex) If a cave troll charges a foe, it can make a full attack, including two rakes.
Rake (Ex) Attack bonus +9, damage 2d6+4. A cave troll that gets a hold can make two rake attacks with its hind legs.
Rend (Ex) If a cave troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 4d6+13 points of damage.

When a character gets a clear view of the foes, read:

You see a tall, thickset minotaur with short, slate-colored fur. It steps into a wall while you are charged by a hulking, troll-like creature with claws and a rubbery hide. More than half a dozen humanoids with iridescent skin also charge.

7 Skindancers[MM3] — CR 11

hp 202 (15 HD); **DR** 15/special (see text)

NE Large monstrous humanoid
Init +7; **Senses** darkvision 90 ft., low-light vision, scent; Listen +14, Spot +14
Languages Common

AC 25, touch 18, flat-footed 22
Resist adaptive energy resistance
Fort +14, **Ref** +12, **Will** +14

Speed 40 ft. (8 squares)
Melee 2 slams +20 each (2d6+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +15; **Grp** +25
Atk Options Combat Reflexes, Power Attack, trip

Abilities Str 22, Dex 17, Con 29, Int 5, Wis 16, Cha 6
SQ reactive skin
Feats Alertness, Combat Reflexes, Improved Initiative, Improved Natural Attack (slam), Iron Will, Power Attack
Skills Listen +14, Spot +14

Damage Reduction (Su) A skindancer gains damage reduction based on the damage type of the last weapon that damaged it.

Damage	DR
Piercing	15/bludgeoning or slashing
Bludgeoning	15/piercing or slashing
Slashing	15/bludgeoning or piercing
Bludgeoning and piercing	15/slashing
Bludgeoning and slashing	15/piercing
Piercing and slashing	15/bludgeoning

This damage reduction lasts for 1 minute or until another type of weapon damages the skindancer. A skindancer does not have damage reduction at the beginning of combat.
Adaptive Energy Resistance (Su)A skindancer gains resistance 20 to the energy type that last dealt damage to it. This resistance to energy lasts for 1 minute or until another type of energy damages the skindancer. A skindancer does not have resistance to energy at the beginning of combat.
Trip (Ex) A skindancer that hits with a slam attack can attempt to trip its opponent (+10 check modifier) as a free action without making a touch attack or provoking attacks of opportunity. If the attempt fails, the opponent cannot react to trip the skindancer.
Reactive Skin (Su) A skindancer has a +6 deflection bonus to Armor Class.

3 GREATHORN MINOTAURS[MM4] **CR 7**
hp 104 (11 HD); **DR** 5/—

CE Large monstrous humanoid
Init –1; **Senses** darkvision 60 ft., scent, tremorsense 120 ft.; Listen +8, Spot +8
Languages Giant, Undercommon

AC 15, touch 8, flat-footed 15
Fort +10, **Ref** +6, **Will** +7

Speed 30 ft. (6 squares); earth glide
Melee gore +17 (2d6+10) or
Melee greathammer +17/+12/+7 (3d6+10/×4) and gore +12 (2d6+3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +11; **Grp** +22
Atk Options Awesome Blow, Power Attack
Special Actions earth warp

Abilities Str 24, Dex 8, Con 20, Int 9, Wis 10, Cha 10
SQ natural cunning
Feats Awesome Blow[B], Great Fortitude, Improved Natural Attack (gore), Power Attack, Track
Skills Intimidate +3, Listen +8, Search +3, Spot +8, Survival +3
Possessions greathammer

Earth Glide (Ex) A greathorn minotaur can glide through stone, dirt, or any other sort of earth except metal as easily as a fish swims though water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence.
Earth Warp (Su) As a swift action, a greathorn minotaur can cause the earth and rock around it to twist and warp in a 60-foot-radius emanation, doubling movement costs through that area. Natural stone, finished stone, and dirt surfaces are subject to this effect. The effect does not move with the minotaur; when the minotaur leaves the area, the ground returns to normal. A minotaur ignores the movement penalties generated by its own or another greathorn's earth warp ability.
Natural Cunning (Ex) Greathorn minotaurs have immunity to *maze* spells, never become lost, and can track enemies. They are never caught flat-footed.

TACTICS

As the characters make their presence known, Soelma Nilaenish sends a few particular combatants to keep the party busy while she finishes her ritual.

The cave troll and the skindancers charge to attack as quickly as they can, while the greathorn minotaurs use their earth glide ability to circle behind the characters and surround them. Once the PCs are surrounded, the creatures try to herd them farther into the cavern, thus exposing them to more ranged attacks.

Obedient to Nilaenish's instructions, the creatures try to keep the PCs together in a group and away from the ritual if they possibly can. Nilaenish herself, even if attacked at range, does not join in the fight until her ritual is interrupted. She has cast several defensive spells on herself, however.

Once joined in the battle, Soelma attempts to stay out of melee with the PCs, taking cover behind a monolith and casting spells to support her allies. When she runs out of spells, Soelma—who is by now completely insane—voluntarily goes into a blood moon rage and fights to the death in melee with her rapier.

If the PCs do not stop Soelma Nilaenish's ritual after 10 rounds of fighting, the Hulks awaken. However, if a PC attacks Soelma in melee or otherwise disturbs her ritual before a minute has passed, she angrily devotes her full energy to the battle. When Soelma falls, the remaining creatures flee into other parts of the temple.

FEATURES OF THE AREA

Ambush Spot: Just to the left of the PCs as they enter the cavern is a perfect ambush spot. This alcove is not in line of sight to those coming up the entrance tunnel until they have fully entered the cavern by at least 10 feet. Stone formations and support pillars grant anyone crouching here a +5 bonus on Hide checks in all but full daylight.

The Hulks of Zoretha serve as little more than terrain features during this battle. Keep in mind that since they are not really stone, the earth glide ability of the greathorn minotaurs does not work for passing through them.

Support Columns: The columns around the outer edge of the cavern are wide enough to provide cover for creatures of Medium size or smaller.

Low Ceiling: Though 150 feet tall at its highest, the ceiling in the great cavern arches down to 20 feet tall at the walls, which is slightly shorter than the Hulks themselves. They will not enter the low-ceiling area indicated on the map unless they need to fight the PCs. The low ceilings in that area give them a –1 distraction penalty on attack rolls and to Armor Class.



CONCLUSION

Even after Soelma is defeated, the battle is won, and the temple is cleared of cultists, the blood moon effect does not diminish. There appears to be no further danger at the temple.

The Hulks Awaken

Encounter Level 20

SETUP

Place the four female Hulks of Zoretha (H1–H4) where indicated on the map. The male (H5) should not be placed on the map unless the PCs' Spot checks exceed his Hide check. He is waiting for the PCs in the ambush spot.

When the players have finished placing their figures, read:

The Hulks of Zoretha have moved! The four largest stand still before you, but all of them face you instead of each other now,. The black Hulk is missing.

TACTICS

The Hulks of Zoretha are aware of the PCs' approach no matter how stealthy they are. The black Hulk has circled around to the ambush spot, hoping to use his sneak attack. The other Hulks spread out to surround the party and to avoid being caught in area spells. The black Hulk specifically targets spellcasters.

All five Hulks use their summon powers before the combat is engaged (see pages 66–67 and 95–101 of the *Monster Manual*). The summoned creatures attempt to keep the PCs together so the female Hulks can make better use of their breath weapons.

The five Hulks are mates and breeding partners. They become angry if one of the females is killed, and all the

4 Hulks of Zoretha (Female) — CR 16

hp 336 (16 HD); fast healing 15; **DR** 10/epic

CE Huge outsider (evil)
Init +0; **Senses** blindsight 500 ft., darkvision 60 ft., *true seeing*; Listen +23, Spot +23
Languages Abyssal, Celestial, Infernal, *telepathy* 1,000 ft., *tongues;* Aquan (ice hulk), Auran (lightning hulk), Ignan (fire hulk), Terran (acid hulk)

AC 32, touch 8, flat-footed 32
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), paralysis; plus
fire (fire hulk) or
cold (ice hulk) or
acid (acid hulk) or
electricity (lightning hulk)
Resist acid 20, electricity 20 (fire hulk and ice hulk) or fire 20, electricity 20 (acid hulk) or fire 20, cold 20 (lightning hulk);
SR 24 (all)
Fort +23, **Ref** +10, **Will** +14

Speed 60 ft. (12 squares)
Melee slam +31/+26/+21/+16 (2d10+25 plus 2d6 energy [fire, cold, acid, or electricity])
Space 15 ft.; **Reach** 15 ft.
Base Atk +16; **Grp** +41
Atk Options Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Overrun, Power Attack
Special Actions breath weapon, summon elemental, waking nightmare

Abilities Str 45, Dex 10, Con 37, Int 16, Wis 19, Cha 10
SQ dark visiting (malefic property), nondetection, quiescent invulnerability, sign (blood moon)
Feats Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Overrun, Power Attack
Skills Climb +36, Diplomacy +2, Intimidate +19, Jump +48, Knowledge (arcana) +22, Knowledge (the planes) +22, Knowledge (religion) +22, Listen +23, Search +22, Sense Motive +23, Spot +23, Swim +36

Breath Weapon (Su) 50-ft. cone, once every 1d4 rounds, damage 14d10 energy (of an energy type appropriate to that hulk), Reflex DC 31 half.

Summon Elemental (Sp) A female Hulk of Zoretha can summon elementals once per day—one elder, two greater, or four Huge. The elementals arrive in 1d4 rounds and serve for 1 day or until released. The fire hulk summons fire elementals; the ice hulk summons water elementals; the acid hulk summons earth elementals; and the lightning hulk summons air elementals. All hulks summon chaotic evil elementals.

Waking Nightmare (Su) The female Hulks of Zoretha are so horrifying that they induce waking nightmares in their opponents. Three times per day as a swift action, a Hulk can induce waking nightmares in all opponents within a 5-foot radius. Opponents thus affected must make a DC 22 Will save or be subjected to the following effects for 1d6 rounds as they are immersed in a waking dream.

Hulk	Effect on Opponent
Fire	Attacks self in melee as a standard action, seeing a monster burrowing under own skin
Ice	Begins to drown without water; Fortitude save each round (DC 22, +1 per round) or fall unconscious for 1d4 rounds
Acid	Screams in terror from horrible visions; can take only move actions
Lightning	Wracked with phantom pain; –4 to all rolls, takes 2d6 nonlethal damage

Anathematic Secrecy (Su) The female Hulks of Zoretha are immune to all divine divination spell effects.

Dark Visiting (Su) Any divine spellcaster who sleeps within 100 miles of the Hulks must succeed on a DC 18 Will save or take 1d4+1 points of Wisdom damage and be fatigued for the day. The spellcaster additionally cannot regain spells, power points, or any similar ability that requires rest. A spellcaster who is reduced to half normal Wisdom is affected by *insanity* while within this area.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

Quiescent Invulnerability (Su) When dormant, a Hulk of Zoretha cannot be harmed by any means. Once awakened, Hulks of Zoretha cannot become dormant again.

Hulk of Zoretha (Male) CR 16

hp 256 (16 HD); fast healing 15; **DR** 10/epic

CE Huge outsider (evil)
Init +12; **Senses** blindsight 500 ft., darkvision 60 ft., *true seeing*; Listen +23, Spot +23
Languages Abyssal, Celestial, Infernal, *telepathy* 1,000 ft., *tongues*

AC 44, touch 20, flat-footed 32; uncanny dodge
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), poison, paralysis
Resist acid 20, fire 20, cold 20, electricity 20; **SR** 24
Fort+18, **Ref** +22, **Will** +14

Speed 80 ft. (16 squares); fly 80 ft. (clumsy); Flyby Attack
Melee 2 claws +26 each (1d8+11 plus poison) and bite +24 (2d6+11 plus poison)
Ranged spikes +26/+21/+16/+11 (2d8 plus poison)
Space 15 ft.; **Reach** 15 ft.
Base Atk +16; **Grp** +35
Atk Options Point Blank Shot, Precise Shot, poison (Fortitude DC 26, 1d6 Con/2d6 Con), sneak attack +8d6
Special Actions hypnotic gaze, summon displacer beast

Abilities Str 33, Dex 35, Con 27, Int 33, Wis 19, Cha 24
SQ dark visiting (malefic property), improved uncanny dodge, nondetection, quiescent invulnerability, sign (blood moon)
Feats Flyby Attack, Hover, Multiattack, Point Blank Shot, Precise Shot, Weapon Finesse
Skills Balance +33, Bluff +26, Climb +30, Concentration +27, Diplomacy +30, Hide +23, Intimidate +28, Jump +52, Knowledge (arcana) +30, Knowledge (history) +30, Knowledge (the planes) +30, Knowledge (religion) +30, Listen +23, Move Silently +31, Search +30, Sense Motive +23, Spellcraft +32, Spot +23, Tumble +33

Spikes (Ex) The male Hulk of Zoretha can shoot up to four poisoned spikes per round from his forearms as a ranged weapon with a range increment of 100 feet. Spikes regenerate immediately after use.

Hypnotic Gaze (Su) The male Hulk of Zoretha can hypnotize foes into helplessness. Five times per day as a swift action, the Hulk can force a target opponent to make a DC 22 Will save or lose all sensory and time perception until the end of the Hulk's action. On a failed Will save, the target loses her Dex and shield bonus to AC, is treated as if blinded, and is held immobile until the Hulk finishes his action for the round.

Summon Displacer Beast (Su) The male Hulk of Zoretha can summon a displacer beast pack lord once per day. The displacer beast pack lord summoned is chaotic evil. It arrives in 1d4 rounds and serves for 1 day or until released.

Anathematic Secrecy (Su) The male Hulk of Zoretha is immune to all divine divination spell effects.

Dark Visiting (Su) Any divine spellcaster who sleeps within 100 miles of the male Hulk must succeed on a DC 25 Will save or take 1d4+1 points of Wisdom damage and be fatigued for the day. The spellcaster additionally cannot regain spells, power points, or any similar ability that requires rest. A spellcaster who is reduced to half normal Wisdom is affected by *insanity* while within this area.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

Quiescent Invulnerability (Su) When dormant, a Hulk of Zoretha cannot be harmed by any means. Once awakened, Hulks of Zoretha cannot become dormant again.

Features of the Area

Ambush Spot: See encounter 3–2 on the previous pages. The male Hulk hides here to await the PCs as they enter.

Low Ceiling: Though 150 feet tall at its highest, the ceiling in the great cavern arches down to 20 feet tall at the walls, which is slightly shorter than the Hulks themselves. They will not enter the low-ceiling area indicated on the map unless they need to fight the PCs. The low ceilings in that area give them a –1 distraction penalty on attack rolls and to Armor Class.

Support Columns: Support columns have hardness 8 and 15 hit points per inch of thickness (on average 40 inches in diameter and 600 hp). A support column provides cover.



females are extremely protective of the male, since he is irreplaceable. Considering its fast healing, a Hulk should not be considered out of action until it is reduced to less than –10 hit points.

CONCLUSION

The moment the PCs kill the last Hulk of Zoretha, all five bodies begin to crumble into ash, and the PCs immediately feel the effect of the blood moon dissipating. The passing of so great an evil causes the earth to shudder in relief, however, and the resulting earthquake causes the collapse of the cavern. PCs should not have much trouble escaping the Temple of Zoretha unharmed, but if they have not yet looted the place, it is now too late to do so. Just as they escape, it collapses completely into rubble with half a crumbled mountain on top of it. The Hulks of Zoretha and their temple are buried as if they had never been.



Illus. by J. Zhang

Dread Leviathan, who spawned monster serpents,
Sharp of tooth and merciless of fang,
Their bodies filled with poison instead of blood.
Fierce beasts of land and sea who wore their glory
like gods, all bedecked in splendor.
Terror overcame whoever beheld Leviathan,
From its dread body sprang vipers and dragons,
And hurricanes, and mighty tempests,
And fearsome shaking of the earth,
And such abominations as even the gods could not comprehend.
So did the world shudder at the stirring of Leviathan.
Gods grant that it lie in peace in the depths for all eternity.

—An ancient tablet carved in Draconic, origin unknown

Spawned by the raw and undiluted chaos of creation, the world-spanning creature called the Leviathan slumbers deep beneath the waves, its dreams and stirrings producing monsters and disaster in the world above. Few on the surface are aware of the terrible threat that the Leviathan represents, but in the depths of the ocean, a creature of unspeakable evil seeks to use the mighty creature for his own nefarious purposes.

BACKGROUND

Most legends depict the creation of the universe as an ordered, methodical process carried out by the gods. Only a few myths describe the difficulties and obstacles that the gods encountered. A handful of legends told by the oldest elementals and dragons spin a different tale, however. These stories are all but forgotten today.

When the gods created the worlds and the various planes of existence, they did so by manipulating law and chaos, adding one to the other, subtracting, combining, subdividing. Each world is a precise mixture of the two, with order providing stability and chaos producing change. Inevitably, one force or the other falls out of balance and must in some fashion be restricted or controlled. The beast called the Leviathan is nothing less than the raw chaos resulting from the creation of the world, given flesh and form. (**Knowledge [religion] DC 34**)

Balance must be maintained in the universe, with law weighed against chaos. When worlds are created, however, these forces become unbalanced—generating "leftovers" from the process of creation, nearly always an excess of chaos. A chaotic imbalance can result in the creation of creatures that are almost pure chaos, existing only to bring about change and move their surroundings toward disorder. The Leviathan is one such entity. (**DC 37**)

These chaos-entities can be forced into prison demiplanes or eternal slumber where they stir restlessly and dream, eventually disappearing as their energies slowly drain away.

When awakened, however, an elder chaos-thing such as the Leviathan is driven to reduce all it encounters to ruin and nothingness. **(DC 40)**

The Leviathan slumbers in the depths of the oceans. It is huge enough to encircle the entire world. Its chaos energy seeps out as it sleeps, and its dreams create monsters of the land and aberrant sea life. Its restless motions manifest in the form of hurricanes, tsunamis, earthquakes, and volcanoes. Eventually the Leviathan's essential chaotic energy will all bleed away and it will fade into nothingness, but this might take longer than the life span of the world. **(DC 43)**

The Leviathan's awakening is foretold in ancient dragon legends—warning that if the great beast is roused to even semiawareness, the world will be shattered and remade. If brought fully awake, the Leviathan will destroy the world, and in doing so destroy itself. Such is the nature of the Leviathan, among the eldest of the beasts of chaos. **(DC 45)**

GOALS

The Leviathan's only real goal—if it can even be said to have one—is to act in accordance with its nature. Given its creation and composition, the Leviathan's nature is simply chaos in its most destructive form. As it approaches wakefulness, the Leviathan's unconscious movements grow more frequent and violent, creating devastating catastrophes and producing deadly creatures. When it wakes the oceans boil and rage, whole continents slide into the abyssal deeps, and the entire world shudders. Once the Leviathan fully awakens, nothing short of concerted divine intervention can save the world from utter destruction. **(Knowledge [religion] DC 32)**

The Leviathan is essentially mindless, and the destruction that it wreaks is simply the consequence of its fully wakened state. Legends told by the elder wyrms suggest that the Leviathan has approached consciousness on several occasions in the distant past, and this resulted in the various disasters that remade and changed the world. The fact that the world remains intact is proof that the creature returned to its slumbers. **(DC 37)**

Depraved individuals might be willing to take the risk of utter destruction to use the sleeping Leviathan as a tool to achieve their wicked ends—the destruction of an enemy kingdom, the ruin of a continent for resources, or the reshaping of the entire world. **(DC 42)**

THE LEVIATHAN IN THE CAMPAIGN

Everyone has heard legends about the Leviathan, ranging from wild sailors' tales of giant fish or whales to scholars' suggestions that the Leviathan is a real creature that has yet to be discovered. Few tales hint at the Leviathan's true power, and most of these are buried in the obscure dragon legends.

SIGN: EERIE WEATHER

The impending awakening of the Leviathan is heralded by abnormal weather that becomes more and more widespread as the sign becomes stronger.

Faint: Eerie weather occurs once every 2 weeks and affects an area of 2d20 square miles in a place of your choosing. The effects last for 1d4+1 hours.

Moderate: Eerie weather occurs once a week and affects an area of 2d% square miles. The effects last for 1d8+2 hours.

Strong: Eerie weather occurs once a day and affects an entire continent or large surface of the planet. The effects last for 1d12+4 hours.

Overwhelming: Eerie weather occurs once an hour and affects the entire world. The effects last for 1d3 hours (because the duration can be longer than the frequency, the effects often overlap).

Each time eerie weather occurs, consult the following table and roll d% twice to determine the exact effect. See Weather, *DMG* 93–95, for details.

d%	Effect
01–20	Abnormal weather
01–30	Heat wave; temperature rises by 2d20 degrees
31–60	Cold snap; temperature falls by 2d20 degrees
61–90	Invert season (summer becomes winter)
91–100	Severe wind
21–40	Inclement weather
01–20	Fog
21–80	Rain/snow
81–100	Sleet/hail
41–50	Storm (duststorm, snowstorm, or thunderstorm)
51–70	Powerful storm
01–25	Windstorm
26–50	Blizzard
51–75	Hurricane (coastal only; reroll elsewhere)
76–100	Tornado (1d12 appear)
71–100	Strange storm
01–30	As storm, plus blood rain[1]
31–60	As storm, plus rain of fish or frogs[2]
61–90	As storm, plus acid rain[3]
91–100	As storm, plus flaming hail[4]

1 Contaminates all exposed water sources as the black dragon's corrupt water ability (*MM* 71).

2 Listen checks take a –4 circumstance penalty. Exposed creatures take 1 point of damage per round. The ground becomes slick with gore: Creatures can move through the area at half speed with a successful DC 10 Balance check (*PH* 67). The gore dries after 1d3 hours.

3 Exposed creatures and objects take 1 point of acid damage per round.

4 Listen checks take a –8 circumstance penalty. Exposed creatures and objects take 1d6 points of bludgeoning damage and 1d6 points of fire damage each round. Every 1d10 rounds, a flaming hailstone explodes on impact in a random square, dealing 10d6 points of fire damage to all creatures in a 20-foot-radius burst (Reflex DC 15 half). The explosion covers the ground with fragments, creating difficult terrain (*PH* 148).

Most scholars consider the Leviathan to be little more than an entertaining myth.

Timeline

Unfortunately for your characters and for the world, enemies of civilization are conspiring to use the Leviathan for their own fell purposes. Following is a suggested outline of a campaign involving the Leviathan and those who seek to awaken it.

EL 5: A coastal region that includes a major port city is experiencing earth tremors and wild weather conditions. Movement into and out of the city is seriously impeded, and many believe the freak weather conditions to be the work of evil magic or angry deities. A few madmen or old sailors insist that "the Leviathan is stirring," but they are ignored.

The characters distinguish themselves by helping the city survive a great tsunami or similar extreme weather event. They attract the notice of the city's leaders, who ask them for help in seeking the source of the strange weather conditions.

EL 10 (Faint Sign): As tales of natural disasters in other parts of the world begin to spread, rumors abound that a "Cult of the Leviathan" is behind the disruptions. The PCs are asked to investigate.

The characters follow a suspected cult member to a ritual that is taking place on a windswept rocky isle a mile or so off the coast, where they see High Priest Enshaddon (actually Axihuatl the ixitxachitl priest in human guise) leading the worship of the Leviathan by summoning aberrations and sea monsters to ravage the city. The party must stop the cultists and any creatures they have summoned, but Enshaddon escapes in the confusion, diving back into the sea to keep his real identity secret.

Knowing that the PCs now represent a threat to his plans, Axihuatl directs Marcus Hape to stop them. Hape and his thugs harry the party for the next several adventures.

EL 15 (Moderate Sign): The sage Mytus contacts the PCs with alarming news. Although most scholars believe the Leviathan to be nothing more than a myth, Mytus tells the PCs that he has translated ancient documents and tablets that prove that the Leviathan is a real creature, and that the cultists seek to awaken it. He appeals to the characters to help prove his theories.

Mytus has access to water-breathing spells and an amazing dwarf-crafted diving machine that allows him to plumb the sea chasm nearby, where he will try to view at least a portion of the Leviathan.

The PCs accompany Mytus on his expedition and encounter various undersea perils, including aspects of the great beast that now glide through the depths of the ocean. Eventually, the party encounters a massive underwater mountain and discovers that it is a portion of the head of the sleeping Leviathan. When the beast stirs, the adventurers' ship is destroyed. The sage's magic allows Mytus and the PCs to escape and make for the surface, pursued by Axihuatl's minions and by aspects of the Leviathan.

EL 17 (Strong Sign): Captured cultists tell of a final ritual in which High Priest Enshaddon intends to awaken the Leviathan. The ritual is to take place in a temple located inside one of the great hollow spines that rise from the Leviathan's back. The adventurers must make their way into the sea once more and confront the cultists.

Once at the place of the ritual, the characters attempt to stop Enshaddon, but their intervention causes the ritual to go terribly wrong—the Leviathan stirs, and the temple begins to flood. As the cultists drown, the party sees Enshaddon change to his true form, an enormous ixitxachitl. The PCs are swept away from the raging Axihuatl when a wall of the temple collapses and a massive tidal wave created by the Leviathan's awakening separates them (encounter 5–1, page 74).

EL 20 (Overwhelming Sign): The climax of the campaign begins with the PCs back on land, washed up amid the ruin of civilization. Entire cities have been sunk, islands destroyed, mountains collapsed—and the Leviathan is only now stirring to full wakefulness.

As the PCs debate what to do, Axihuatl appears in human form. The Leviathan now threatens to destroy the entire world, and even the evil ixitxachitl doesn't wish to see that happen. He offers to teach the PCs how to put the Leviathan back to sleep. Since he is the one who awakened the Leviathan, he says, another must put it back to sleep, and the party is the only group that can be trusted. Axihuatl says that once it is returned to slumber, the Leviathan cannot be awakened again for a thousand years.

Axihuatl might even be willing to accompany the party, though given his nature this might not be the best alternative. The PCs must find the Leviathan, enter the temple, and make their way to the lowest level, where they can dispose of the *Abyssal Shard* (encounters 5–2 and 5–3, pages 76 and 78).

If the party succeeds, the Leviathan goes back to sleep. Though seriously damaged by the Leviathan's movement, the world survives. Your can end the campaign here, restart in a new, remade world as civilization struggles to rebuild, or move time forward a century or two and set a new campaign in the rebuilt world.

THE LEVIATHAN IN EBERRON

The Leviathan has exerted its influence on the world of Eberron since the Age of Dragons. Some very old draconic legends suggest that the progenitor wyrms used the power of the Leviathan against each other and in so doing shattered the world, leaving the broken remains to the hags and rakshasas of the Age of Demons.

Dragon lore further implies that other disasters might be attributed to Leviathan's restless slumber. Myths about the Leviathan are told throughout the Lhazaar Provinces, but no one truly believes that it exists. The Shadow Network has begun to hear rumors about a cult that worships the "true" Leviathan and is eager to learn more about this potential foe.

The Spine Temple rises from the sea after a ferocious storm, about 20 miles northeast of Regalport. Mariners report the strange object, but most are reluctant to sail close to it. The Lhazaarite authorities would like to investigate, but they have their hands full with the severe weather conditions.

THE LEVIATHAN IN FAERÛN

The Leviathan has existed in legend for millennia in Faerûn, though most consider stories about it to be myths or exaggerated accounts of an existing creature, such as the great whales or the rare creature also known as the leviathan. In reality, the true Leviathan slumbers beneath the waves. Its great head, where Axihuatl intends to carry out his plans, lies a few leagues from the great metropolis of Waterdeep. As weather conditions along the Sword Coast worsen, the scholars of Candlekeep investigate and discover unsettling tales of the Leviathan's existence. They alert the Harpers, who take an immediate interest in the situation.

Some very old Elven legends tell of a great spire that rises unexpectedly from the sea, especially after major disasters. Some Candlekeep scholars believe that it might be associated with the Leviathan, but references are scarce. In this case, the spine rises from the sea after a huge storm about 50 miles southwest of Waterdeep, between the city and the Korinn Archipelago, threatening the Moonshaes as well as the Sword Coast.



Aspect of Leviathan

Illus. by J. Zhang

DESCRIPTION

The Leviathan is an impossibly large sea serpent, somewhat reptilian and primitive in appearance. Its vast head alone is the size of a small kingdom.

So enormous is the Leviathan that in many places its body has become part of the landscape. Seamounts and fissures, islands and dormant volcanoes—covered in vegetation and indistinguishable from surrounding terrain—all make up part of the great beast.

A complex interplay of thoughts and emotions fuels the Leviathan's wild dreams, its restless stirring, and its destructive thrashing and rampaging. Its chaotic mind and soul yearn only to unmake that which the gods made and, in doing so, to unmake itself.

The Leviathan itself is so huge that normal statistics are meaningless, and it is impossible for anything short of a god's avatar to effectively fight it directly. The most that mortals can hope to do is send it back to sleep if it awakens.

Creatures created by the Leviathan's dreams manifest on both land and at sea and take the form of aberrations or aquatic creatures such as megalodons and sea serpents. The most deadly of the Leviathan's manifestations are miniature versions of itself. These aspects of the Leviathan become more common as the beast approaches wakefulness.

Aspect of the Leviathan **CR 16**

hp 594 (33 HD); fast healing 5; **DR** 15/lawful

CN Colossal aberration (aquatic, chaotic)
Init +4; **Senses** blindsight 500 ft., darkvision 60 ft., low-light vision, true seeing; Listen +13, Spot +13

AC 26, touch 2, flat-footed 26
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), fire
Resist acid 10, cold 20, electricity 10; **SR** 28
Fort +23, **Ref** +11, **Will** +19

Speed 20 ft. (4 squares), swim 60 ft. (12 squares)
Melee bite +32 (4d6+16) and
4 slams +31 each (2d8+8) and
tail slap +30 (4d6+8)
Space 50 ft.; **Reach** 20 ft.
Base Atk +24; **Grp** +56
Atk Options Awesome Blow, Combat Reflexes, Improved Bull Rush, Improved Grab, Improved Overrun, Power Attack
Special Actions *chaotic surge,* swallow whole

Abilities Str 42, Dex 10, Con 30, Int 6, Wis 13, Cha 7
SQ nondetection sign (eerie weather), true death (malefic property)
Feats Alertness, Awesome Blow, Combat Reflexes, Great Fortitude, Improved Bull Rush, Improved Grab, Improved Initiative, Improved Natural Attack (slam), Improved Overrun, Multiattack, Power Attack, Weapon Focus (slam)
Skills Listen +13, Spot +13, Swim +32

True Seeing (Su) As the true seeing spell; continuous; caster level 20th.

Chaotic Surge (Sp) Once per day, an aspect of the Leviathan can release a burst of pure chaotic energy. All creatures in a 60-foot radius must make a DC 24 Fortitude save or suffer a random chaotic effect, as determined on the following table.

d%	Effect
01–05	Dazed
06–10	Blinded (50%) or deafened (50%) for 1d4 rounds
11–20	Blinded and deafened for 1d4 rounds
21–30	Fascinated for 1d4 rounds
31–45	Stunned for 1d4 rounds
46–60	*Confused* for 1d4 rounds
61–75	Take 1d4 points of damage to a random ability
76–90	Take 1d3 points of drain to a random ability
91–95	Take 1d6 negative levels
96–99	Paralyzed for 1d4 rounds
100	Dead

Swallow Whole (Ex) An aspect of the Leviathan can try to swallow a grabbed opponent of up to Huge size by making a successful grapple check.

The swallowed creature takes 3d8+10 points of bludgeoning damage and 2d8+4 points of acid damage per round from the aspect's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 42 points of damage to the gizzard (AC 22). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

The gizzard of an aspect of the Leviathan can hold 2 Huge, 8 Large, 32 Medium, 128 Small, or 512 Tiny or smaller opponents.

Improved Grab (Ex) To use this ability, an aspect of the Leviathan must hit an opponent of up to Gargantuan size with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

Skills An aspect of the Leviathan has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Anathematic Secrecy (Su) The Leviathan is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

True Death (Su) Any creature that dies within 1,000 miles of an aspect of Leviathan cannot be raised by any means. In addition, all spells and spell-like effects that have the death descriptor are cast at +4 caster level. This property does not come into effect until the Leviathan truly wakes (when its overwhelming eerie weather sign manifests).

AXIHUATL

"Long have the air-breathers plagued my people. Long have they interfered with our destiny. Their dominion over this world shall soon end, drowned beneath the mighty waters. The Leviathan shall rise, my people, and we shall be its masters!"

—Axihuatl, priest of Demogorgon

The vampiric ixitxachitl called Axihuatl is nearly three centuries old and has grown to enormous size and power. A faithful priest of Demogorgon, Axihuatl is an exemplary member of his species, which is to say he is cruel, hateful, violent, and nothing less than fanatical in his desire to rid the world of the hated surface-dwellers.

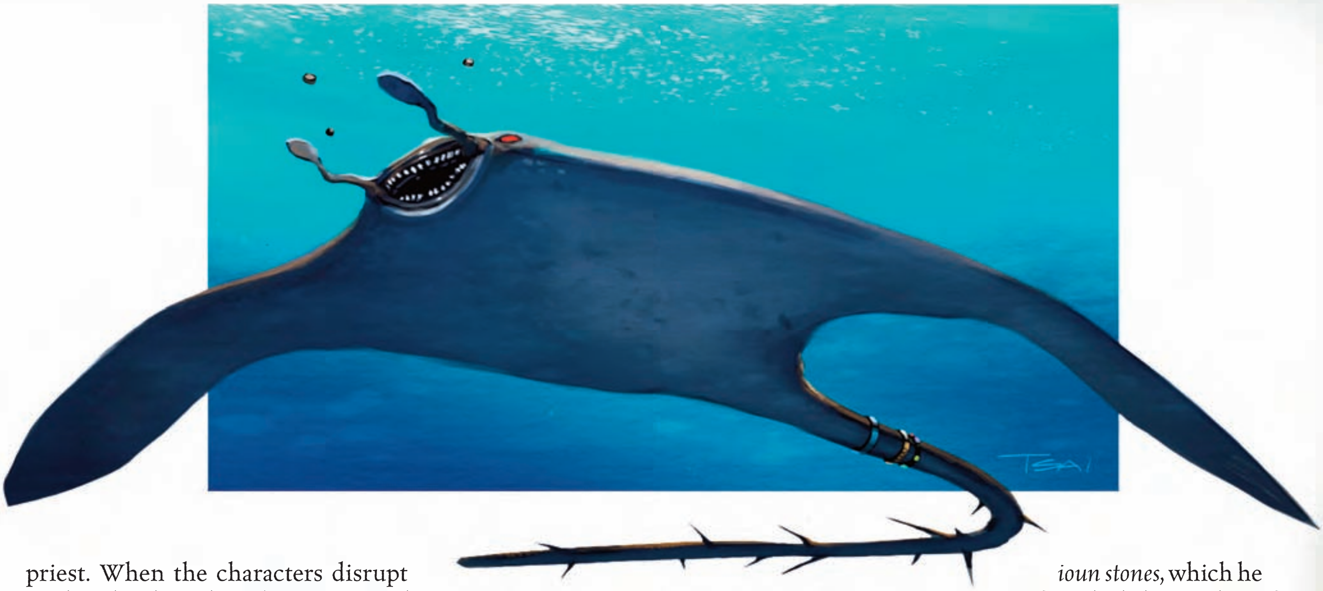
GOALS

The ixitxachitls always knew that the Leviathan exists—in the depths of the seas, it's hard to miss such a vast creature—but they remained ignorant of the beast's true nature and power. During his years spent studying ancient and near-forgotten lore, Axihuatl discovered how to harness the Leviathan's chaotic energy for his people's use.

It is his intention to use rituals to rouse the Leviathan—but not to wake it completely, since that would end the world as well as Axihuatl and his people. In a state of semiwakefulness, however, the Leviathan is susceptible to at least partial control, and its enormous destructive powers can be channeled against specific targets. Axihuatl intends to turn it against the surface-dwellers and their hated continents, leaving the world under miles of water where the ixitxachitl can rule unopposed. Axihuatl finds it deliciously ironic that, in the guise of the human cult-leader Enshaddon, he uses the surface-dwellers to perform those portions of the ritual that must be carried out on land.

USING AXIHUATL

Axihuatl does not make his presence known immediately. For much of the time, the PCs see him as Enshaddon and believe that he is nothing more than a demented human



Axihuatl

priest. When the characters disrupt Axihuatl's plans, he takes a personal interest in them and unleashes his various minions against the party.

Until Axihuatl is actually revealed as an ixitxachitl, he operates in the background, primarily through other creatures in his thrall. After the PCs disrupt his first ceremony, Axihuatl sees them as a threat and directs Marcus Hape to deal with them.

Once his ritual goes wrong and the Leviathan threatens the world, Axihuatl reluctantly approaches the PCs, asking for aid. He instructs the PCs on how to use the *Abyssal Shard* to send the Leviathan back to sleep and might even be willing to accompany the party. If he does accompany the PCs, Axihuatl will not actively help them, but he defends himself if attacked. For the most part, he hangs back and does as little as possible—either because he is planning to destroy the party once he has completed his task, or due to his well-developed sense of self-preservation.

DESCRIPTION

Axihuatl is a vampiric ixitxachitl who has been alive for 290 years. In this time he has grown to considerable size and now resembles a mottled, horrific manta ray with large, intelligent eyes, a thick tail, and well-developed fins capable of dexterously manipulating objects.

In his researches and travels, Axihuatl has located and aided in the creation of magic items tailored specifically to his physiology. He wears two bands on his tail that provide protection and magical enhancements equivalent to rings or bracers of the same type (see below), as well as two *ioun stones*, which he found while searching for one of his most important possessions—the artifact called the *Abyssal Shard*. The *Shard* is a fragment of black rock that orbits Axihuatl's head in a fashion similar to an *ioun stone*. This object is critical to his plans to awaken the Leviathan and will also play an important role in putting it back to sleep once the task of destroying the surface world is complete.

Recently, Axihuatl has been spending considerable time in the surface world, using his *wand of polymorph* to transform himself into his human alter ego: Enshaddon, high priest of the Leviathan. In this form, he leads the Cult of the Leviathan and has been using human worshipers to perform rituals to summon aberrations and awaken the Leviathan.

AXIHUATL — CR 19

hp 206 (24 HD); fast healing 5, regeneration 1 hp/hour

Male advanced vampiric ixitxachitl cleric 16
CE Large aberration (aquatic)
Init +5; **Senses** darkvision 60 ft.; Listen +4, Spot +12
Languages Abyssal, Aquan, Common, Draconic

AC 25, touch 15, flat-footed 24; Dodge
Miss Chance 50% for 15 rounds/day
Immune first 50 spell levels absorbed (up to 8th level)
Fort +16, **Ref** +8, **Will** +22; +5 against spells cast by lawful casters

Speed swim 30 ft. (6 squares)
Melee bite +24 (2d8+7 plus energy drain)
Space 10 ft.; **Reach** 10 ft.
Base Atk +18; **Grp** +24
Atk Options energy drain, ignore object's hardness 1/day

ABYSSAL SHARD

A fragment of elemental chaos, the *Abyssal Shard* is a key element in Axihuatl's ritual to awaken the Leviathan. As chaos calls to chaos, the presence of this chunk of living disorder draws the great beast from its slumber just far enough for Axihuatl to influence its actions. Once the Leviathan's task is complete, Axihuatl intends to have Marcus Hape or another minion cast the shard into the Leviathan's heart, where it will be absorbed, sending the creature back to its slumbers.

The *Abyssal Shard* can be used like an *ioun stone*. Placed in the air, it orbits around the user's head, providing a +5 bonus on saving throws against spells cast by lawful opponents and +5 to the save DC of spells cast against lawful opponents.

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Special Actions Profane Boost, rebuke undead 6/day (+1, 2d6+15, 16th)
Combat Gear *band of protection +5* (equivalent to ring), *band of armor +6* (equivalent to bracers), *lavender and green ioun stone* (50 spell levels remaining), *major cloak of displacement, pearly white ioun stone*
Cleric Spells Prepared (CL 16th, +5 to DC of spells cast against lawful opponents):
8th—corrupt *mass inflict serious wounds* (DC 23), *cloak of chaos*[D], *greater planar ally*
7th—*blasphemy,* corrupt *harm* (DC 22), corrupt *mass inflict moderate wounds* (DC 22), *planar ally, word of chaos*[D]
6th—corrupt *mass inflict light wounds* (DC 21), *pox*[D FC1] (DC 22), *summon monster VI*
5th—corrupt *inflict critical wounds* (DC 20), *dispel law*[D], *greater command* (DC 19), *slay living* (DC 19), *summon monster V*
4th—corrupt *inflict serious wounds* (DC 19), *lesser planar ally, morality undone*[D FC1] (DC 20), *poison, summon monster IV*
3rd—*aid, contagion*[D] (DC 19), corrupt *inflict moderate wounds* (DC 18), *desecrate, enthrall* (DC 17), *resist energy, summon monster II*
2nd—*bane* (DC 16), *blindness/deafness*[D] (DC 15), *cause fear* (DC 16), corrupt *inflict light wounds* (DC 17), *doom* (DC 16), *entropic shield, shield of faith*
1st—corrupt *inflict minor wounds* (DC 16), *doom*[D] (DC 15)
0—*detect magic, guidance, inflict minor wounds* (DC 14), *read magic, resistance, virtue*
D: Domain spell. Deity: Demogorgon. *Domains:* Chaos, Corruption[FC1].
Abilities Str 24, Dex 12, Con 19, Int 14, Wis 19, Cha 8
Feats Combat Casting, Corrupt Spell[CD], Dodge, Extra Turning, Improved Initiative, Improved Natural Attack (bite), Iron Will, Malign Spell Focus[BoVD], Profane Boost[CD]
Skills Concentration +8 (+12 casting defensively), Hide +2, Knowledge (arcana) +14, Knowledge (history) +5, Knowledge (religion) +14, Knowledge (the planes) +12, Listen +4, Move Silently +6, Spellcraft +18, Spot +12, Swim +13, Tumble +7
Possessions combat gear plus *periapt of Wisdom +3, wand of polymorph* (30 charges), *Abyssal Shard* (see sidebar)

Energy Drain (Su) Living creatures hit by Axihuatl's bite attack gain one negative level (Fortitude DC 9 to remove).

For each negative level bestowed, Axihuatl gains 5 temporary hit points. Temporary hit points last for 24 hours, and Axihuatl can gain only a maximum number of temporary hit points equal to his normal hit point total.

Profane Boost Axihuatl can spend a rebuke attempt to place a negative energy aura on one creature within 60 feet. *Inflict* spells cast on the target before the end of Axihuatl's next turn are automatically maximized. Axihuatl can use this feat up to six times per day, usually in association with his corrupt *inflict* spells.

MARCUS HAPE

"How may I serve the Prince of Demons?"

—Marcus Hape

Axihuatl's plan to drown the world suits Demogorgon just fine, since it aids his ixitxachitl worshipers as well as his demonic ally Dagon. The ixitxachitl's plans require the assistance of surface dwellers, and Demogorgon has commanded his minion Marcus Hape to assist Axihuatl in any way possible.

GOALS

Marcus lives only to serve Demogorgon. He has placed himself in thrall to the Prince of Demons and hopes that his master will eventually reward him for his faithful service. He views the opportunity to aid Axihuatl with enthusiasm; Marcus believes that by playing a role in the destruction of civilization, he will show himself to be Demogorgon's most valuable minion. He secretly hopes that his prince will preserve a small amount of land after the deluge so that he can continue to serve Demogorgon as the absolute ruler of the surviving surface-dwellers.

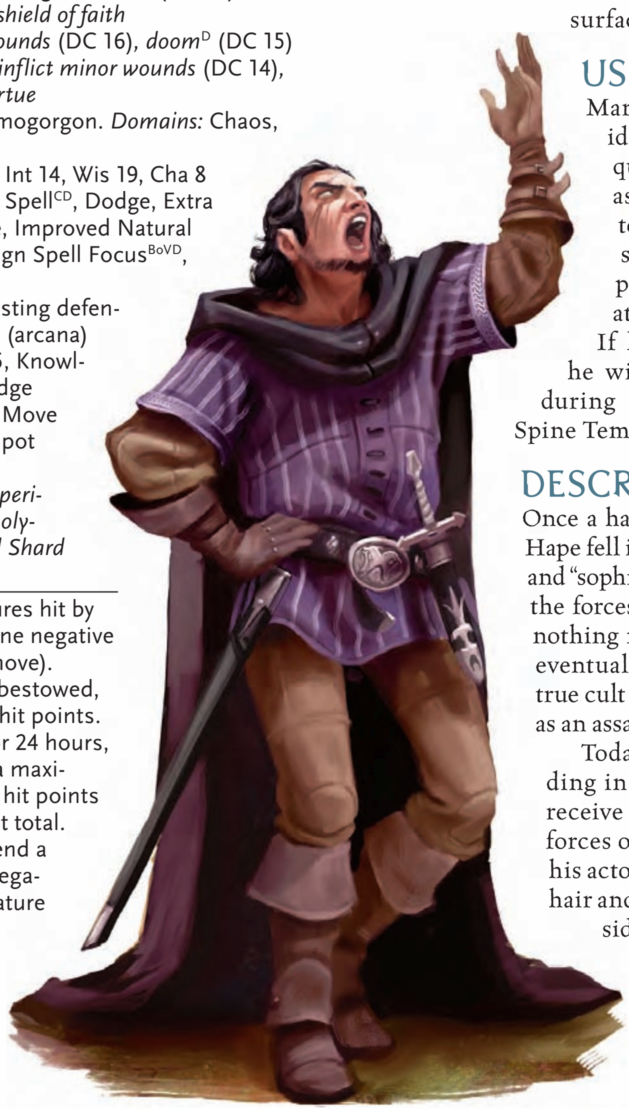
USING MARCUS

Marcus knows "Enshaddon's" true identity and obeys him without question. He leads a group of assassins and rogues directed to destroy the PCs and tries to sabotage their plans whenever possible. If desperate, Marcus attacks the characters directly. If he survives these encounters, he will be with Axihuatl's cultists during the confrontation inside the Spine Temple.

DESCRIPTION

Once a handsome, aspiring actor, Marcus Hape fell in with a bad crowd of decadents and "sophisticates" who claimed to worship the forces of darkness. His friends were nothing more than poseurs, but Marcus eventually fell into the clutches of the true cult of Demogorgon and took up life as an assassin.

Today, Marcus does his master's bidding in the hope that he will one day receive his "rightful" reward from the forces of darkness. He retains some of his actor's good looks, with wavy black hair and a small, neat beard, but the left side of his face is badly scarred, leaving his eye a dead, milky white—the self-inflicted symbol of his devotion to Demogorgon.



Illus. by M. Coimbra

Marcus Hape

MARCUS HAPE **CR 12**

hp 60 (12 HD)

Male human rogue 4/assassin 4/thrall of Demogorgon[BoVD] 4
CE Medium humanoid
Init +8; **Senses** Listen +10, Spot +10
Languages Abyssal, Aquan, Common

AC 22, touch 15, flat-footed 18; uncanny dodge
Resist evasion
Fort +7, **Ref** +14, **Will** +7; +2 against poison

Speed 30 ft. (6 squares)
Melee *+1 frost longsword* +14/+9 (1d8+3 plus 1d6 cold)
Ranged *+1 returning dagger* +15 (1d4+3 plus poison)
Base Atk +10; **Grp** +10
Atk Options Combat Reflexes, Thrall to Demon (+1 luck bonus while performing evil act 1/day), death attack, dual actions 2/day, poison (Fort DC 20, 1d6 Con/2d6 Con), reaching touch 3/day, sneak attack +4d6
Combat Gear 4 *potions of cure light wounds*
Spell-Like Abilities (CL 12th):
1/day—*hypnosis* (as 30-ft. gaze attack, DC 13)
3/day—*touch of fear* (as *cause fear*, DC 13)

Abilities Str 14, Dex 18, Con 11, Int 14, Wis 13, Cha 8
SQ poison use, *see invisibility* 1 minute/day
Feats Alertness, Combat Reflexes[B], Deformity (eyes)[B], Evil Brand[B], Improved Initiative, Improved Toughness[LM], Iron Will, Stealthy, Thrall to Demon[B], Weapon Focus (longsword)
Skills Balance +12, Bluff +8, Climb +10, Diplomacy +5 (+7 against evil), Disable Device +9, Disguise +7, Escape Artist +7, Forgery +5, Hide +14, Intimidate –1 (+1 against evil), Knowledge (arcana) +4, Knowledge (local) +8, Knowledge (religion) +6, Listen +10, Move Silently +18, Perform +4, Search +4, Sense Motive +6, Sleight of Hand +8, Spot +10, Swim +4, Tumble +9
Possessions combat gear plus *+2 studded leather, +1 frost longsword, +1 returning dagger* (treated with deathblade poison), *ring of protection +1, cloak of resistance +1*

Death Attack (Ex) DC 16, paralysis effect lasts 1d6+4 rounds (*DMG* 180).
Dual Actions (Su) Twice per day, Marcus Hape can take two full rounds' worth of actions in the same round.
Reaching Touch (Su) Three times per day, Marcus Hape can increase his reach by 5 feet for 1 round.

SPINE TEMPLE

Rituals to awaken the Leviathan take place at a secret temple located in one of the mountainous spines that bristle along the great beast's back. The spine, positioned not far behind the Leviathan's head, rises from the water several miles off the coast. It is entirely featureless, leaving sailors and scholars alike utterly puzzled as to its origin and purpose.

Originally used by chaos-worshiping spellcasters to recharge their arcane energy, the temple has long been abandoned. Axihuatl learned of its existence during his research on the Leviathan and intends to use the temple to awaken the creature, then return the Leviathan to sleep once it has done its work.

KEY FEATURES

The spine is ideal for Axihuatl's purposes, since part of it rises above the water, part of it is below, and the lowest level contains an opening to the swirling heart of chaos inside the Leviathan's body. A single entrance on the surface provides access to the upper temple.

The upper level of the temple at the tip of the Leviathan's great spine is above water, but the remainder is submerged beneath the waves. Long, dark, and perilous tubes provide access between levels.

DEFENSES

The temple is a baffling and alarming place for outsiders (see Encounter Areas, below, for details), and Axihuatl relies on secrecy to defend it. He does not venture into the lower levels of the temple very often, remaining content to let the various chaotic obstacles of the lower levels keep the place safe from intruders.

ENCOUNTER AREAS

The following locations correspond to those indicated on the map.

First Level

The uppermost level of the temple is a roughly conical chamber where surface-dwelling cultists perform their rituals. A massive shaft of bone, elaborately carved and fluted, supports the arched ceiling. At the base of the central pillar is the ritual space where Axihuatl (in human form) leads his air-breathing followers.

A. Entrance

This tube is dry and leads to an entrance on the surface (the other three on the level are filled with water after about 20 feet and lead to the next lower level). The cultists have fixed a rope ladder to enable easier access (Climb DC 12). The exterior door is located about 10 feet above the surface of the water and requires a DC 24 Search check to locate.

B. Ceremonial Circle (EL 16)

The central pillar narrows down here, where a ritual circle is inscribed in the floor, surrounded by incomprehensible runes. If cast correctly, Axihuatl's ritual will in theory wake the Leviathan for a time so it can smash the lands and sink most of the continents, and then send it back to sleep, leaving the world (in the ixitxachitl's mind, anyway) a far better place. See encounter 5–1, page 74, for more details.

C. Ascending Transport Tubes

D. Descending Transport Tubes

These tubes are about 10 feet in diameter and were used for access between levels when the temple was submerged. Warm water rises through the tubes, heated by the mass of the Leviathan below, so swimming down is somewhat more difficult than swimming up. Descending one level through a tube requires 10 minutes and requires a DC 15 Swim check. Failure means that the swimmer takes 1d6 points of nonlethal damage from fatigue.



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Spine Temple

Swimming up to the next higher level is easier, since the warm water carries the swimmer along. Doing this requires a DC 10 Swim check and takes 5 minutes. Once more, failure results in 1d6 points of nonlethal damage from fatigue.

Second Level

This level is a squat cylinder, its walls, floor, and ceiling completely covered in intricately carved runes similar to those that surround the ceremonial circle on the first level. An eerie glow emanates from the runes, suffusing the area.

Chaos energy from the Leviathan slowly leaches from these runes; lawful-aligned creatures take a –1 penalty on attack rolls, skill checks, saves, and ability checks while on this level. Small bioluminescent creatures swarm through the water, tiny manifestations of the Leviathan's dreams.

E. Runic Zone (EL Varies)

These zones exist as cubes of chaotically charged water about 150 feet square, each centered on one of the transport tubes from above. Here, chaos energy is focused, manifesting several unusual effects. Anyone exiting the tubes into the level encounters the runic zone and its effects. See encounter 5–2, page 76, for further details on these zones.

Third Level

The lowest level of the temple is a great spherical chamber over 800 feet across. It too is covered in carved runes that provide shadowy illumination and bestow penalties on lawful-aligned creatures as described on the previous level.

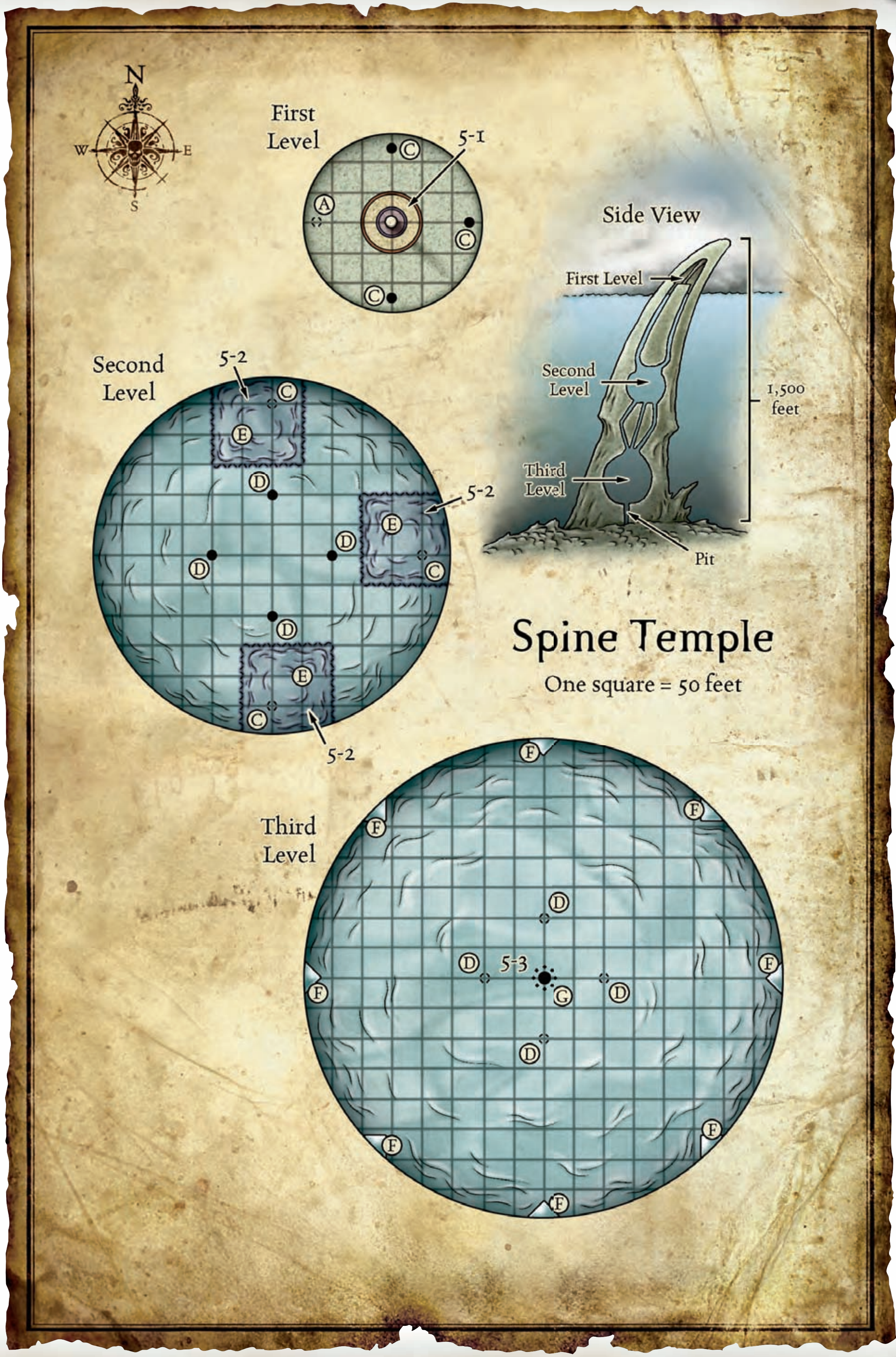
F. Chaos Doorways (EL Varies)

The builders of the temple used these portals to transport themselves to and from the temple, entering and exiting without the need for physical doors. Now they serve as conduits to the Leviathan, manifesting creatures from its dreams and transporting them from the temple to elsewhere in the world. If the PCs approach within 50 feet of one of these doorways, roll on the following table to see what type of creature manifests.

d%	Encounter	Average EL	Source
01–25	2d4 krakens	16	*MM* 162
26–45	2d6 megalodons	16	*MM2* 147
46–65	1d2 aspects of the Leviathan	16	Page 68
66–81	2d4 dragon eels	15	*MM3* 44
82–90	3d4 greater seryulin	15	*MM3* 149
91–100	2d4 siege crabs	18	*MM3* 156

G. The Pit (EL 20)

At the bottom of the sphere is a round pit that leads into the very heart of the Leviathan's chaotic essence. See encounter 5–3, page 78, for more details on this area.


N
W
E
S
First Level
5-1
A
C
Second Level
5-2
E
D
Third Level
F
G
5-3
Side View
First Level
Second Level
Third Level
Pit
1,500 feet
Spine Temple
One square = 50 feet

Upper Temple

Encounter Level 20

SETUP

This encounter takes place in the ritual area in the center of the upper temple level. Here, Axihuatl and his minions perform the ritual that rouses the Leviathan. Axihuatl (A) is in the form of Enshaddon, the human priest of the Leviathan. He and the cultists (C) are placed as noted on the map. The players can place their miniatures in any one of the corner areas of the map; once the characters attack, Axihuatl beckons a waterveiled assassin to hold them at bay while he completes the ritual.

When the PCs arrive, read:

A single column of ivory bone rises from the center of the chamber to the domed ceiling. It is carved with intricate runes that you cannot decipher. A circle surrounded by more of these runes is inscribed in the floor, and around it stand numerous humans, chanting the name "Leviathan." In the center of the circle near the column stands the high priest Enshaddon. Before him, a small, polished black stone hovers in the air as he too chants and moves his hands in intricate patterns around it.

When a character comes within 5 feet of the outer circle, read:

Enshaddon catches sight of you and spits a curse. He raises his arms and chants again; nearby, cracks appear in the floor and a great rush of water emerges, coalescing into a mass containing suspended bits of rock, dirt, bones, and the remnants of clothing, weapons and armor. Rushing forward with malign intelligence, the watery form moves toward you.

Waterveiled Assassin[MM4] **CR 15**

hp 169 (26 HD); fast healing 5; **DR** 10/—

NE Large elemental (extraplanar, water)
Init +10; **Senses** blindsight 60 ft., darkvision 60 ft.; Listen +20, Spot +20
Languages Aquan, Common

AC 25, touch 15, flat-footed 19
Immune elemental immunities
Resist liquid body; **SR** 23
Fort +17, **Ref** +16, **Will** +13

Speed 30 ft. (6 squares), swim 60 ft.; malleable form
Melee slam +26 (4d8+10)
Space 10 ft.; **Reach** 20 ft.
Base Atk +19; **Grp** +30
Atk Options Combat Reflexes
Special Actions churn, engulf
SQ elemental traits, one with water

Abilities Str 25, Dex 23, Con 15, Int 10, Wis 16, Cha 12
Feats Alertness, Combat Reflexes, Lightning Reflexes, Improved Initiative, Improved Natural Attack (slam), Iron Will, Skill Focus (Hide), Skill Focus (Move Silently), Weapon Focus (slam)
Skills Hide +19, Listen +20, Move Silently +23, Spot +20, Swim +15

Liquid Body (Ex) A waterveiled assassin exercises supreme control over its watery form, allowing it to flow around attacks, flatten itself against the ground to avoid a spell's blast, and so forth. Any effect or spell that allows a Reflex save for half damage has a 50% chance to have no effect on a waterveiled assassin.

Malleable Form (Ex) A waterveiled assassin's control over its form allows it to flow through tiny cracks in objects and move through the earth, walls, and other obstacles.

The assassin moves at normal speed through terrain that slows movement. It can move through permeable objects at half speed, but it cannot move through completely solid barriers. For example, an assassin could flow through a wooden or brick wall by squeezing into cracks and channels, but it could not move through a wall of solid iron or rock, such as that produced by *wall of stone*.

If the assassin ends its movement completely within an object, opponents do not have line of sight or line of effect to it. Its reach drops to 0 feet. Any creatures engulfed within the assassin (see engulf, below) fall out, dropping prone at the edge of the object. If only part of the assassin is in an object, but its remaining space cannot hold all the creatures within it, the assassin chooses which ones to release.

Churn (Ex) As a swift action, a waterveiled assassin can create mighty currents within its body that grind engulfed creatures, dealing 5d6 points of bludgeoning damage.

An engulfed creature that succeeds on a DC 30 Fortitude save takes half damage.

Engulf (Ex) As a standard action, a waterveiled assassin can flow over Medium or smaller creatures, entrapping them within its liquid form. The assassin simply moves into the opponents' space; any creature whose space it completely covers is subject to the engulf attack. The assassin cannot make a slam attack during a round in which it engulfs. It can engulf as many creatures as can fit in its space.

Opponents can make attacks of opportunity against the assassin, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on DC 30 Reflex saves or be engulfed. On a success, a creature moves aside or back (opponent's choice) to get out of the assassin's path.

Engulfed creatures are considered to be grappled within the assassin's body, and they are subject to its churn attack (see above). Engulfed creatures that breathe air might drown (*DMG* 304).

One With Water (Ex) Since a waterveiled assassin's body is liquid, it can simply disappear into water. An assassin in a volume of water at least 15 feet wide, 15 feet long, and 15 feet deep is invisible. It remains invisible as long as it remains within water, even if it attacks.

AXIHUATL **CR 19**
hp 206 (24 HD); fast healing 5, regeneration 1 hp/hour
See page 69 for statistics.

16 CULTISTS **CR 5**
hp 47 each (5 HD)
Human fighter 5
CE Medium humanoid
Init +6
AC 21
Fort +6, **Ref** +2, **Will** +2
Melee longsword +9 (1d8+5/17–20)
Ranged longbow +7 (1d8/×3)
Atk Options Power Attack
Abilities Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8

TACTICS

Initially, the waterveiled assassin moves to defend Axihuatl. Its priority is protecting him, so it moves toward any characters who attack him. Cultists likewise move to stop the PCs while Axihuatl completes the ritual, but they are more likely to be nuisances than any real threat. The focus initially is simply to slow the party down and buy Axihuatl some time.

When one or more characters break through and attack Axihuatl, he turns and fights while the *Abyssal Shard* begins to orbit the central column and the runes grow brighter and brighter. He casts all possible protective spells on himself before combat if he has time, and once in combat uses his corrupt *inflict* spells, starting with the most damaging and working down. He falls back toward the central column as he fights.

If Marcus Hape survived previous encounters (see the EL 10 portion of the timeline on page 66), he is here too and loyally fights for Axihuatl.

CONCLUSION

The combat continues until Axihuatl has lost half his hit points. At this point, he staggers and accidentally strikes the orbiting *Abyssal Shard*. The entire chamber is rocked by a massive tremor equivalent to an *earthquake* spell, requiring characters to make DC 15 Reflex saves or be knocked prone.

After the tremor, all the tubes in the floor of the chamber shoot geysers of seawater into the air, and the chamber immediately begins to fill with water at a rate of about 1 foot per round. The cultists begin to scream and take no further actions other than trying to save themselves. Once the water is 10 feet deep, Axihuatl transforms into his ixitxachitl form.

Before the PCs can react to "Enshaddon's" transformation, they are submerged in the water and must make DC 20 Swim checks. Moments later, huge waves ripple through the chamber and smash open one of the walls. The sea comes rushing in, and the PCs are swept out of the chamber, carried along by a titanic wave.

FEATURES OF THE AREA

Ritual Circle: The cultists stand around the edge of these carved runes. A permanent *magic circle against law* is in effect inside the circle. Creatures of chaotic alignment (including Axihuatl and the cultists) receive a +1 circumstance bonus on attack rolls, skill checks, and saves.

Inner Circle: The *magic circle against law* effect continues within the inner circle. In addition, a *magic circle against good* is in effect, and creatures of evil alignment receive a further +1 circumstance bonus on attack rolls, skill checks, and saves. This stacks with the previous bonus, giving chaotic evil creatures (such as Axihuatl and the cultists) a +2 bonus.

Central Column: Any lawful or chaotic creatures within 10 feet of the column must roll on the following tables each round and gain the indicated bonus or penalty.

d%	Chaotic Creature
01–25	No effect
26–50	1d6 hit points healed or gain 1d6 temporary hit points if at maximum
51–75	2d6 hit points healed or gain 2d6 temporary hit points if at maximum
76–85	Can take an additional standard action this round
86–94	Can take an additional attack and move action, or an additional full-round action this round
95–100	+2 on ability checks, skill checks, saving throws, and attack rolls this round

d%	Lawful Creature
01–25	No effect
26–50	Lose 1d6 hit points
51–75	Lose 2d6 hit points
76–85	Can take only a single action this round
86–94	Can take no actions this round
95–100	–2 on ability checks, skill checks, saving throws, and attack rolls this round



Runic Zones

Encounter Level 19+

SETUP

This encounter occurs after the PCs have agreed to help Axihuatl put the Leviathan back to sleep. Once they locate the Leviathan, they have to catch up with it and enter through the breach in the side of the Spine Temple on level one. Once inside, they can freely swim down the transport tubes to the second level. where they are buffeted by wild currents and eddies. Place the characters randomly on the map at various depths. For underwater movement, use the rules on page 92 of the *Dungeon Master's Guide*.

When the PCs enter level two, read:

A ferocious current seizes you, dragging you down out of the tube and spinning you through open water. As you come to a stop, you find yourself floating alone in the water. A dim light suffuses your surroundings, coming from faintly glowing spots that you can glimpse in the distance.

After 1 round of movement, read:

You feel the waters swirl around you again, dragging at you with incredible force. All around you, the waters flash and shine with blue energy. A

2 Aspects of the Leviathan — CR 16

hp 594 (33 HD); fast healing 5; **DR** 15/lawful

CN Colossal aberration (aquatic, chaotic)
Init +4; **Senses** blindsight 500 ft., darkvision 60 ft., low-light vision, true seeing; Listen +13, Spot +13

AC 26, touch 2, flat-footed 26
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), fire
Resist acid 10, cold 20, electricity 10; **SR** 28
Fort +23, **Ref** +11, **Will** +19

Speed 20 ft. (4 squares), swim 60 ft. (12 squares)
Melee bite +32 (4d6+16) and 4 slams +31 each (2d8+8) and tail slap +30 (4d6+8)
Space 50 ft.; **Reach** 20 ft.
Base Atk +24; **Grp** +56
Atk Options Awesome Blow, Combat Reflexes, Improved Bull Rush, Improved Grab, Improved Overrun, Power Attack
Special Actions *chaotic surge,* swallow whole

Abilities Str 42, Dex 10, Con 30, Int 6, Wis 13, Cha 7
SQ nondetection sign (eerie weather), true death (malefic property)
Feats Alertness, Awesome Blow, Combat Reflexes, Great Fortitude, Improved Bull Rush, Improved Grab, Improved Initiative, Improved Natural Attack (slam), Improved Overrun, Multiattack, Power Attack, Weapon Focus (slam)
Skills Listen +13, Spot +13, Swim +32

True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.

Chaotic Surge (Sp) Once per day, an aspect of the Leviathan can release a burst of pure chaotic energy. All creatures in a 60-foot radius must make a DC 24 Fortitude save or suffer a random chaotic effect, as determined on the following table.

d%	Effect
01–05	Dazed
06–10	Blinded (50%) or deafened (50%) for 1d4 rounds
11–20	Blinded and deafened for 1d4 rounds
21–30	Fascinated for 1d4 rounds
31–45	Stunned for 1d4 rounds
46–60	*Confused* for 1d4 rounds
61–75	Take 1d4 points of damage to a random ability
76–90	Take 1d3 points of drain to a random ability
91–95	Take 1d6 negative levels
96–99	Paralyzed for 1d4 rounds
100	Dead

Swallow Whole (Ex) An aspect of the Leviathan can try to swallow a grabbed opponent of up to Huge size by making a successful grapple check.

The swallowed creature takes 3d8+10 points of bludgeoning damage and 2d8+4 points of acid damage per round from the aspect's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 42 points of damage to the gizzard (AC 22). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

The gizzard of an aspect of the Leviathan can hold 2 Huge, 8 Large, 32 Medium, 128 Small, or 512 Tiny or smaller opponents.

Improved Grab (Ex) To use this ability, an aspect of the Leviathan must hit an opponent of up to Gargantuan size with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

Skills An aspect of the Leviathan has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Anathematic Secrecy (Su) The Leviathan is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

True Death (Su) Any creature that dies within 1,000 miles of an aspect of Leviathan cannot be raised by any means. In addition, all spells and spell-like effects that have the death descriptor are cast at +4 caster level. This property does not come into effect until the Leviathan truly wakes (when its overwhelming eerie weather sign manifests).

Features of the Area

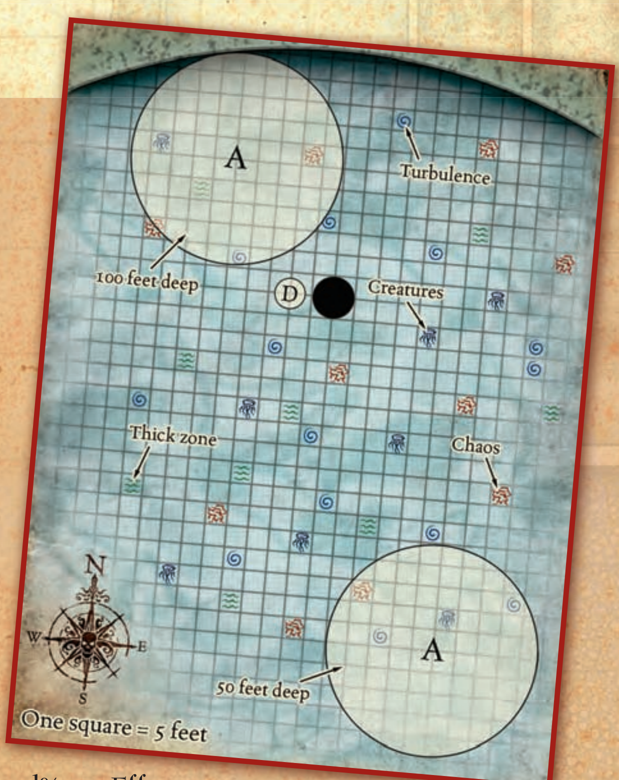
The battlefield includes a number of areas affected by the swirling random energy of the level. These zones are columns of water that extend from the top of the battlefield to the bottom and affect any individuals moving through them regardless of their relative depth. They can also be moved by the DM to present the party with greater challenges, if a character is leaving the battlefield too quickly or is otherwise having too easy a time of it. The aspects of the Leviathan are immune to the zones' effects.

Creatures: The water seems alive with many different small creatures—iridescent glowing shrimp, tiny jellyfish, spiral-shaped worms, and fluttering fan-shaped creatures. They are harmless but numerous enough to cling to anyone who enters, slowing movement and obscuring vision. A character must attempt a DC 24 Reflex save. On a failure, the PC is blinded and moves at half speed for 1 round. On a success, the PC takes a –1 penalty on all rolls and checks for 1 round.

Turbulence: This water swirls about madly; anyone entering the zone must make a DC 22 Reflex save or be flung 1d6×10 feet in a random direction.

Thick Zone: The water here is thick and sluggish, so moving through this area is like swimming through pudding. A character entering one of these zones must stop and can move no farther in this round. In the following round he must make a DC 12 Strength check to leave the thick zone and even then can move at only half speed in that round. On a failure, the character is stuck and cannot move, but can take any other action.

Chaos Effects: These columns contain concentrated chaos energy and cause a single random effect to anyone entering them. These effects are in addition to any rolled on the random table above.



d%	Effect
01–20	4d4 random energy damage (Fort DC 20 half)
21–35	Paralyzed for 1d4 rounds (Fort DC 20 negates)
36–50	*Horrid wilting* (DC 18)
51–75	4d8 random energy damage (Fort DC 22 half)
76–85	*Scintillating pattern* (DC 18)
86–95	4d12 random energy damage (Fort DC 24 half)
95–100	2d4 spell levels restored as if not cast or 4d6 hit points healed

mass of displaced water now rushes over you as a great form appears nearby. A massive serpentine creature slides ponderously through the water toward you.

TACTICS

Two aspects of the Leviathan attack the PCs to keep them apart and prevent them from leaving the encounter area. Only two aspects of the Leviathan appear at first. If the party is having too easy a time, add one or two more aspects.

The aspects attempt to use their chaotic surge ability to incapacitate the PCs, then swallow whole any helpless victims (*freedom of movement* will not aid paralyzed or unconscious PCs against grapple checks).

The aspects continue to pursue the PCs if they move out of the runic zones. If the characters can reach the exits, the aspects break off pursuit.

As the battle goes on, random chaotic events take place, making the PCs' escape even harder. Every 1d4 rounds, a new random condition affects everyone on the battlefield except the aspects of the Leviathan. Roll on the table below to determine the effect. Individual effects (such as energy damage, shaken, and so on) must be determined for each character separately. General effects (darkness, *antimagic field*, and the like) affect the entire encounter area. All effects last for 1 round unless otherwise indicated.

d%	Effect
01–05	DC 20 Reflex save or character can move at only half speed
06–15	DC 20 Will save or character can take only single action (move or attack)
16–25	2d6 random energy damage (Fort DC 20 half)
26–30	4d6 random energy damage (Fort DC 20 half)
31–35	DC 20 Will save or character is confused
36–45	DC 20 Fortitude save or character is dazzled
46–50	DC 20 Fortitude save or character is sickened
51–60	DC 20 Reflex save or character is shaken
61–70	DC 20 Fortitude save or character is nauseated
71–75	DC 20 Reflex save or character is moved 1d6×10 feet in a random direction
76–80	Area affected by nonmagical darkness
81–87	Area affected as if by *obscuring mist*
88–94	Area affected as if by *antimagic field*
95–100	Area affected as if by *sound burst*

CONCLUSION

The fight ends when the party either kills the aspects or escapes from the level. The unusual conditions and the fact that the PCs had to start the fight separated add to the difficulty, and you can award up to 1,000 bonus XP for surviving the encounter.

THE PIT

Encounter Level 20

SETUP

This encounter area is a water-filled cube. The PCs begin anywhere on the map, at the very top of the cube, 100 feet from the bottom.

Two krakens (K) swim at the depths specified on the tactical map. The greater aspect of the Leviathan (A) and one other kraken are at 0 feet of depth relative to the other two krakens

The number of krakens assumes that the PCs have access to a *freedom of movement* effect, which renders the grapple attacks of both the krakens and the aspect useless. If some, but not all the PCs have *freedom of movement*, reduce the number of krakens by one. If none of the PCs has access to it, reduce the number of krakens by two or replace them with megalodons (*MM2* 147) or similar lower-CR creatures.

If Axihuatl is with the party, he holds back and doesn't help any more than is necessary to protect himself, though he aids the PCs in disposing of the *Abyssal Shard*.

When the PCs arrive on the third level, read:

You feel a steady current rising upward from a yawning black pit a hundred feet below. Eight monolithic columns of black basalt extend up around the edges of that pit, and the water around you is warm. Below you, the pit begins to flicker and flash with blue light as a number of creatures emerge, lifted up as if by a rush of water from below. Finally, a massive serpentine shape emerges—it seems too big to pass through the opening, but it does nonetheless.

ADVANCED ASPECT OF THE LEVIATHAN CR 20

hp 840 (42 HD); fast healing 15; **DR** 15/lawful

CN Colossal aberration (aquatic, chaotic)
Init +4; **Senses** blindsight 500 ft., darkvision 60 ft., low-light vision, true seeing; Listen +21, Spot +17

AC 36, touch 2, flat-footed 36
Immune anathematic secrecy (malefic property), elder evil immunities (page 6), fire
Resist acid 15, cold 20, electricity 15; SR 30
Fort +26, **Ref** +14, **Will** +26

Speed 20 ft. (4 squares), swim 60 ft. (12 squares)
Melee bite +41 (5d6+18) and
4 slams +40 each (3d8+9) and
tail slap +39 (4d6+9)
Space 60 ft.; **Reach** 20 ft.
Base Atk +31; **Grp** +65
Atk Options Awesome Blow, Combat Reflexes, Improved Bull Rush, Improved Grab, Improved Overrun, Power Attack
Special Actions *chaotic surge*, swallow whole

Abilities Str 46, Dex 10, Con 34, Int 6, Wis 13, Cha 7
SQ eerie weather (sign), true death (malefic property), nondetection
Feats Alertness, Awesome Blow, Blind-Fight, Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Grab, Improved Initiative, Improved Natural Attack (slam), Improved Overrun, Multiattack, Power Attack, Weapon Focus (slam)
Skills Listen +21, Spot +17, Swim +46

True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.

Chaotic Surge (Sp) Once per day, an aspect of the Leviathan can release a burst of pure chaotic energy. All creatures in a 60-foot-radius must make a DC 24 Fortitude save or suffer a random chaotic effect, as determined on the following table.

d%	Effect
01–05	Dazed
06–10	Blinded (50%) or deafened (50%) for 1d4 rounds
11–20	Blinded and deafened for 1d4 rounds
21–30	Fascinated for 1d4 rounds
31–45	Stunned for 1d4 rounds
46–60	*Confused* for 1d4 rounds
61–75	Take 1d4 points of damage to a random ability
76–90	Take 1d3 points of drain to a random ability
91–95	Take 1d6 negative levels
96–99	Paralyzed for 1d4 rounds
100	Dead

Swallow Whole (Ex) An aspect of the Leviathan can try to swallow a grabbed opponent of up to Huge size by making a successful grapple check.

The swallowed creature takes 3d8+10 points of bludgeoning damage and 2d8+4 points of acid damage per round from the aspect's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 42 points of damage to the gizzard (AC 22). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

An aspect of the Leviathan's gizzard can hold 2 Huge, 8 Large, 32 Medium, 128 Small or 512 Tiny or smaller opponents.

Improved Grab (Ex) To use this ability, an aspect of the Leviathan must hit an opponent of up to Gargantuan size with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

Anathematic Secrecy (Su) An aspect of the Leviathan is immune to all divine divination spell effects.

True Death (Su) Any creature that dies within 1,000 miles cannot be raised by any means. In addition, all spells and spell-like effects that have the death descriptor are cast at +4 caster level. This property does not come into effect until the Leviathan truly wakes (when its overwhelming eerie weather sign manifests).

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

3 Krakens **CR 12**
hp 290 each (20 HD)

NE Gargantuan magical beast (aquatic)
Init +4; **Senses** darkvision 60 ft., low-light vision; Listen +30, Spot +30
Languages Aquan, Abyssal, Common, Draconic, Infernal, Undercommon

AC 20, touch 6, flat-footed 20
Fort +21, **Ref** +12, **Will** +13

Speed swim 20 ft. (4 squares)
Melee 2 tentacles +28 each (2d8+12/19–20) and 6 arms +23 each (1d6+6) and bite +23 (4d6+6)
Space 20 ft.; **Reach** 15 ft. (60 ft. tentacles, 30 ft. arms)
Base Atk +20; **Grp** +44
Atk Options Blind-fight, Improved Critical (tentacle), Improved Grab, Improved Trip, constrict 2d8+12 or 1d6+6, improved grab
Spell-Like Abilities (CL 9th):
1/day—*control weather, control winds, dominate animal* (DC 18), *resist energy*

Abilities Str 34, Dex 10, Con 29, Int 21, Wis 20, Cha 20
SQ ink cloud, jet
Feats Alertness, Blind-Fight, Expertise, Improved Critical (tentacle), Improved Initiative, Improved Trip, Iron Will
Skills Concentration +21, Diplomacy +7, Hide +0, Intimidate +16, Knowledge (geography) +17, Knowledge (nature) +16, Listen +30, Search +28, Sense Motive +17, Spot +30, Survival +5 (+7 following tracks), Swim +20, Use Magic Device +16

Improved Grab (Ex) To use this ability, a kraken must hit with an arm or tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.
Constrict (Ex) A kraken deals automatic arm or tentacle damage with a successful grapple check.
Jet (Ex) A kraken can jet backward once per round as a full-round action, at a speed of 280 feet. It must move in a straight line, but does not provoke attacks of opportunity.
Ink Cloud (Ex) A kraken can emit a cloud of ink in an 80-foot spread once per minute as a free action. The cloud provides total concealment.

The party must take the *Abyssal Shard* to the Pit and dispose of it there. This must be done by a spellcaster and requires that the user be within 10 feet of the pit while repeating a long invocation that takes 6 full rounds. If attacked or otherwise disturbed, the user must make an appropriate Concentration check. If Axihuatl is within 20 feet of the user, he can assist in these checks by relaying the required invocation to the user. After 6 rounds, the *Shard* can be thrown into the pit, after which go on to the Conclusion below.

TACTICS

The advanced aspect of the Leviathan is drawn to the character who has the *Abyssal Shard*. It attacks this individual whenever possible and uses its chaotic surge ability as soon as it is in range. It then attempts to swallow the shard-carrier whole. If the shard-carrier perishes in the aspect's gizzard, see possible outcomes under Conclusion, below.

The krakens attack the other PCs and attempt to keep them from helping the shard-carrier.

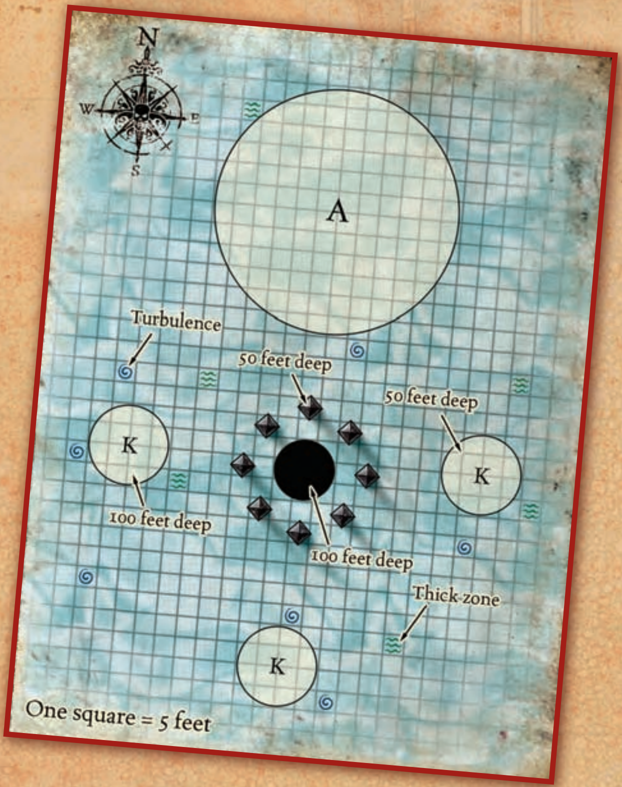
Features of the Area

Obelisks: These polished black columns rise 100 feet from the edge of the pit.

The Pit: If a creature that was not spawned by the Leviathan enters this pit, it must make a DC 24 Reflex save or be dragged down and destroyed as if by a *disintegrate* spell.

Turbulence: See encounter 5–2.

Thick Zone: See encounter 5–2.



CONCLUSION

After the *Abyssal Shard* vanishes into the pit, the Leviathan's motions abruptly cease as it slowly returns to slumber. If the aspect of the Leviathan is still alive, it vanishes into a swirl of blue-white motes. Any surviving krakens flee. The PCs must swim out of the Spine Temple and ascend to the surface to escape. The upper levels are inert now—none of the chaos effects continue.

If the shard-carrier was swallowed and perishes in the aspect of the Leviathan's gizzard, the creature fights on for several rounds, giving the party the chance of retrieving the shard, then vanishes into the Pit. Either this means that the party has failed and the world is doomed, or (more optimistically) the *Shard* reaches the heart of the Leviathan and merges with its creator, sending the great beast back to sleep.

Axihuatl's reaction to the party's success is up to the DM. If he escapes, he either disappears or goes on to hatch more schemes against civilization.

Once the PCs have emerged, they find the world profoundly changed, since the Leviathan's rampage displaced oceans and sent mountain ranges tumbling. Despite the disaster, the world survived and will recover.



Illus. by R. Horsley

They brought it. They brought it and trapped it, though many gave their lives to do so. They brought it to threaten the gods, which they did. And the gods responded. But the evil remains, imprisoned. Biding. Planning. Seething."

—Tune Majii, arcane investigator

Lured to the Material Plane by an ancient civilization hoping to protect itself from the vengeance of deities, Pandorym personifies the emotionless void of utter annihilation. It was imprisoned by its summoners millennia ago as a deterrent but never released. Now, hidden in a forgotten prison, the godslaying weapon awaits the arrival of a being powerful enough to reunite its awesome mind with its potent body. Pandorym seeks freedom—and with it, mass deicide.

BACKGROUND

Long ago, a cabal of foolish wizards violated the laws of the multiverse in their search for ever-greater power, discovering spaces "between" the planes that should never have been breached. Their arrogance angered the deities, who jealously coveted this knowledge. To defend themselves (and incidentally, their people), the cabal members sought a weapon with which to threaten the gods. The wizards bent their wills toward a quasi-reality best described as "perpendicular" to that of the Great Wheel. The dark enticement of the chance to slay deities called to the Material Plane a sentient singularity of scarcely fathomable power and unrelenting destructiveness.

Given the name Pandorym by its summoners, it sought greedily to fulfill the terms of its contract, but was instead imprisoned. Knowing they couldn't hold Pandorym's full might with magic—mortal or divine—they cleaved its alien psyche from its body, trapping the former in a crystal prison beneath their city and the latter in a transdimensional space that touches the multiverse at only one point. **(Knowledge [history] or [arcana] DC 28)**

In their hubris, those who brought Pandorym called on the deities aligned against them, revealing only a hint of their weapon's unbelievable destructiveness. The wizards believed such a display would force the gods to relent. Instead, the deities struck first. What would stop a single member of that insolent cabal from being consumed by madness and reuniting the halves of Pandorym? Thus, before the cabal could consolidate its position, the gods blotted every trace of it from the world. **(DC 32)**

Ancient deities who remember that fearful time occasionally speak to their modern clerics of their decision, striking fear into the hearts of their followers. Having wiped out the wizards and their civilization, the gods could not undo what the cabal had achieved. Thus, they were forced to hide away Pandorym in its dual prisons and erase all known records of the thing's existence. Nevertheless, tales persist of the weapon that kills gods, and they hint at its location. **(DC 35)**

Despite the seals that hold its mind within the crystalline prison, Pandorym remains conscious and aware of its surroundings. Deathless and bored, it eagerly latches onto the psyche of any sentient creature that wanders too close, attempting to reunite its mind and body. But these mortal pawns are too fragile to endure its control. To its eternal frustration, the crushing power of its mind breaks its servants long before they can perform any helpful action. Until, that is, very recently. **(DC 37)**

GOALS

Pandorym seeks, above all else, the reunion of its potent mind with its unstoppable form. **(Knowledge [arcana] DC 30)**

From those whose minds held up—at least for a time—to the impossible might of its psyche, the terrible weapon has learned of the destruction of its betrayers. It suspects that descendants might yet exist of those who lured and snared it, and once it achieves freedom, Pandorym will seek revenge on those innocents for the crimes of their ancestors. **(DC 34)**

After it slakes its thirst for vengeance, Pandorym intends to complete its end of the bargain it struck millennia ago. Although Pandorym's summoners didn't respect that binding covenant, the quasi-living weapon possesses an unremitting sense of honor. It will fulfill its contract by obliterating every deity it finds in this reality. It knows that gods can't easily die, but it plans to rip them from existence. **(DC 37)**

Once it has finished these tasks, Pandorym will return to its home reality—if it can. If it is prevented from leaving the multiverse, whether through a conscious act or because the rift created to summon it cannot be remade, Pandorym will end the Material Plane, one world at a time. **(DC 42)**

PANDORYM IN THE CAMPAIGN

Either the mind or the body of Pandorym alone is powerful enough to end a campaign. If the two are brought together, the alien weapon would be unstoppable. A reunited Pandorym should lead to the end of the campaign world.

TIMELINE

Here is a possible campaign timeline coded with Encounter Levels to help you construct adventures around key events that might occur as Pandorym attempts to release its mind.

EL 5: Tune Majii (NG female human bard 2/wizard 2) is concerned about the recent disappearance of her father, Lucather. She has been in contact with the PCs before, perhaps as an employer, and is known to be reliable and helpful. She approaches them with a tale of sorrow and a promise of a rich reward. She asks the PCs to discover the current whereabouts of her father, who was last known to be exploring a certain set of ruins. The trail has gone cold, and the PCs begin to trace the old man's movements.

EL 10 (Faint Sign): In an occurrence seemingly unrelated to the concerns of Tune Majii, a council of clerics has convened. Their deities have warned them of an unknown being that is attempting to release an imprisoned evil of unimaginable power. One of the PCs (a cleric, paladin, or other divine spellcaster) receives word from a representative of her faith. The party is tasked to hunt down and stop this threat, but little is known of its nature.

At the same time, barely perceptible arcane glyphs appear in the night sky. Conjurers report difficulty casting spells, and an emergency meeting of sages is called. The arcane casters suspect a weakening connection with the rest of the multiverse, which might be related to these signs.

EL 15 (Moderate Sign): The PCs discover that the being they seek is a misguided agent of supreme law who does not view its objective as an evil or foolish act.

Meanwhile, the nocturnal glyphs become more prevalent and numerous, as the bonds connecting the Material Plane to other planes continue to weaken. Summoned creatures do not automatically return home, and divine spellcasters find it more difficult to channel the power of their patrons.

EL 17 (Strong Sign): The PCs learn the identity of both the rogue agent and the being it wishes to release. A kolyarut known as Obligatum VII believes it is bound by law to free the imprisoned Pandorym. The PCs might have run across the creature earlier but not realized that it was their adversary.

SIGN: SEAL OF BINDING

This sign manifests as a glyph that spreads across the sky and increasingly interferes with planar communication and transportation.

Faint: Conjuration (calling, summoning, and teleportation) and divination spells and similar spell-like abilities are impeded, meaning that a caster must succeed on a Spellcraft check (DC 20 + the level of the spell) or lose the spell or spell slot without effect. In addition, spells that forcibly return creatures to their native plane, such as *banishment* and *dismissal*, automatically fail.

Moderate: As faint, but in addition, summoned creatures no longer return to their native planes. When a summoning spell's duration expires, the summoned creature is no longer under the caster's control.

Divine spellcasters have difficulty drawing on the Positive Energy and Negative Energy planes, and they cannot communicate easily with their deities. Divine spells are cast at –1 caster level, and turn or rebuke attempts take a –5 penalty on the check and damage rolls.

Strong: As moderate, but in addition, a conjuration (teleportation) spell or similar spell-like ability has a 20% chance of a mishap (see *teleport*, *PH* 293), regardless of familiarity with the destination. The spell fails, and the caster and all others affected by the casting each take 5d6 points of damage.

The connection with the transitive planes and the Outer Planes grows more tenuous. Divine spells are cast at –2 caster level, and turn or rebuke attempts take a –10 penalty on the check and damage rolls.

Overwhelming: All conjuration (calling, summoning, and teleportation) effects cease to function. Divination effects that contact extraplanar beings (such as *commune* and *contact other plane*) are likewise foiled. Divine spellcasters attempting to replenish their spells for the day incur a 20% chance per spell of not gaining the spell or spell slot. Divine spells are cast at –4 caster level, and turn or rebuke attempts take a –20 penalty on the check and damage rolls.

The arcane seals are bright enough to be seen at all hours. Teleportation becomes much riskier, and the difficulty for divine spellcasters increases.

EL 20 (Overwhelming Sign): Obsessed with her father's fate, Tune Majii contacts the PCs again. She has discovered Lucather's location. Further, she knows he serves a being of utter evil. She intends to halt whatever foul plans his master have concocted and insists that the PCs help. The PCs might have discovered that the being Lucather serves is the same one that Obligatum VII seeks to release.

Following Tune's lead, the PCs descend through the ruins above the prison. Within, they discover Obligatum VII chipping away at the crystal holding Pandorym's consciousness. The damage allows a mind shard of Pandorym to form. Even this fragment is powerful enough to present a terrible threat. The PCs must contend with this horror, the relentless kolyarut, and an enraged Lucather (what is left of him).

Pandorym in Eberron

Pandorym might be entombed beneath the Mournland, perhaps holding secrets to that mysterious devastation. Alternatively, the giants of Xen'drik might have lured and entrapped Pandorym during the height of their power thousands of years ago. Now its crystalline prison is buried under one of their many ruins on that jungle continent.

In the first scenario, Pandorym could be the reason for the Day of Mourning. (Since no one officially knows the cause of that cataclysm, you're free to interpret the event in any way that works for your campaign.) This explanation requires you to advance the timeline of Pandorym's arrival in Khorvaire to only a few years before the beginning of the campaign. In this scenario, House Cannith, in cooperation with Cyre, brought the alien weapon to Eberron to challenge the gods and to end the Last War for good. As a result of Cyre's hubris, the gods—or perhaps some other power—destroyed the kingdom utterly, creating the Mournland.

Pandorym in Faerûn

As described in the novel *Darkvision*, the ancient Imaskaran Empire brought Pandorym to Faerûn to prevent the deities from seeking vengeance for the Imaskari's genocide. Before they could use their weapon, though, the gods laid low the whole empire. Pandorym remains to this day, its mind entrapped within the Imperial Weapon Cache under the Palace of the Purple Emperor.

Pandorym

Pandorym exists in two distinct parts: its thought-breaking mind and its reality-ending body. Were the two to be reunited, Pandorym would resemble nothing from this reality.

Body: Pandorym's physical component does not truly exist as a body in the multiverse but is a conduit to the incomprehensible reality of its home. It manifests as a 30-foot-diameter *sphere of annihilation* (*DMG* 279), but no being—not even a deity—can control it, even using a *talisman of the sphere*. Any attempt to control the Gargantuan orb instead causes it to slide 90 feet toward the creature. Touching the entity with a *rod of cancellation* destroys the rod and causes Pandorym's nonbody to slide into the square from which the rod touched it. With the seal of binding sign in effect, spells that force an extraplanar creature away do not affect Pandorym. However, a *gate* spell cast on it has a 5% chance of sending it back to its transdimensional prison (nothing happens otherwise).

Like a *sphere of annihilation*, Pandorym's nonbody destroys everything it touches, aside from deities.

The ancient wizards hid Pandorym's body in a secret location in a distant part of the kingdom, far from the crystalline prison that holds its mind.



Even a fragment of Pandorym's consciousness can fell the mightiest creature

Illus. by F. Tsai

Mind: The mind of Pandorym, even imprisoned, presents a subtle and sinister challenge. While it is imprisoned, Pandorym's consciousness is defined entirely by the crystals that trap it. The intensity of the prison's purple glow wanes and waxes in a rhythmic pattern. At times, the crystal seems to pull light into itself rather than radiate it. Occasionally, when it grows especially dark, a malevolent purple-red glow appears deep within. At those times, the alien mind seems to be aware and focused—if only briefly. Fortunately for the world, the crystalline prison is exceedingly difficult to damage.

If released without a body to focus its energy, Pandorym's psyche spreads like a stain across reality, becoming a sphere 40 feet in diameter. Its incorporeal emptiness stretches thin, and around its edges it resembles a wispy cloud of lightlessness. Vaporous tendrils form and dissipate at random at this boundary. This irregular ball has no discernible front,

back, or sides, and rotates slowly on a tilted axis. It seems to drift along, even when moving at top speed. Chill breezes, strong enough to make candles flicker but not extinguish, rise within 5 feet. When Pandorym deigns to communicate telepathically, a dim glow emanates from its center.

THE MIND SHARD OF PANDORYM

If released, Pandorym's consciousness is an imposing challenge for any being—mortal or immortal. However, if the crystal is damaged but not destroyed, a tiny fragment of Pandorym's mind might be released. Resembling a miniature galaxy of dark menace, even this shard is more than a match for the most powerful characters. A mind shard of Pandorym can exist for only 24 hours outside the prison, however. Only one mind shard can exist at a time.

The PCs are unlikely to encounter a mind shard alone. Once they enter the prison complex, they must deal with Obligatum VII as it chips away at the crystal. The mind shard expends every effort to ensure that the kolyarut is successful. If Lucather Majii still lives, he also assists the mind shard.

Mind Shard of Pandorym — CR 25

hp 475 (50 HD), fast healing 30; **DR** 15/epic and good

LE Huge outsider (evil, incorporeal, psionic)
Init +2; **Senses** darkvision 600 ft., blindsight 600 ft., detect thoughts, low-light vision, true seeing; Listen +63, Spot +63
Aura mental subjugation (30 ft., Will DC 48), psionic draw
Languages telepathy 1,000 ft., tongues

AC 39, touch 25, flat-footed 37
Miss Chance 50% (incorporeal)
Immune anathematic secrecy (malefic property), critical hits, sneak attacks, sonic; elder evil immunities (page 6)
Resist cold 20, fire 20, negative energy 10, positive energy 10; **SR** 35
Fort +36, **Ref** +33, **Will** +39

Speed fly 30 ft. (perfect) (6 squares)
Melee incorporeal touch +50 (1d6 plus 2 per divine caster level of target)
Space 15 ft.; **Reach** 15 ft.
Base Atk +50; **Grp** +58
Atk Options Chosen of Evil, Empower Power, Epic Psionic Focus, Improved Metapsionics, Opportunity Power, Quicken Power, Twin Power, aligned strike (evil)
Special Actions Dark Speech, divine enervation (malefic property), divinity siphon, summon undead 3/day, vampiric ego whip 1/1d4 rounds
Power Points/Day 483; **Telepath Powers Known** (ML 20th):
9th—*apopsi* (DC 31), *microcosm, psychic chirurgery* (DC 31), *reality revision* (DC 31), *urge extermination*[CP]
8th—*bend reality* (DC 30), *matter manipulation, recall death* (DC 30)
7th—*crisis of life* (DC 29), *divert teleport* (DC 29), *energy claw*[CP], *energy wave* (DC 29), *ultrablast* (DC 29)
6th—*mass cloud mind* (DC 28), *co-opt concentration* (DC 28), *psionic disintegrate* (+50 ranged touch, DC 28), *stygian bolt*[CP] (DC 28)
5th—*catapsi* (DC 27), *ectoplasmic shambler, leech field, mind probe* (DC 27), *psychic crush* (DC 27), *shatter mind blank* (DC 27)
4th—*death urge* (DC 26), *psionic dominate* (DC 26), *thieving mindlink* (DC 26), *schism*
3rd—*crisis of breath* (DC 25), *dimension twister*CP (DC 26), *dismiss ectoplasm* (DC 25), *dispel psionics, hostile empathic transfer* (+50 incorporeal touch, DC 25)
2nd—*brain lock* (DC 24), *concussion blast, read thoughts* (DC 24), *psionic suggestion* (DC 24)
1st—*deceleration* (DC 23), *entangling ectoplasm, force screen, sense link*
Psi-Like Abilities (ML 20th):
At will—*aura sight, detect hostile intent, detect psionics, far hand, psionic identify, psionic knock, know direction and location, psionic lock, mindlink* (DC 23), *missive, touchsight*
3/day—*fate of one, inertial armor*†, *null psionics field, psionic telekinetic sphere* (DC 31), *reddopsi*
1/day—*dispelling buffer, energy ball* (DC 27), *energy cone* (DC 26), *energy current* (DC 28), *energy missile* (DC 25), *hypercognition, tornado blast* (DC 32)
† already manifested

Abilities Str —, Dex 15, Con 20, Int 35, Wis 31, Cha 37
SQ corporealize, incorporeal traits, limited existence, nondetection, nonlinear time awareness, sign (seal of binding), swift focus, telepathic backlash
Feats Ability Focus (vampiric ego whip), Chosen of Evil[B], Dark Speech[B], Dark Whispers[B], Empower Power[B EPH], Epic Fortitude[ELH], Epic Reflexes[ELH], Epic Psionic Focus[EPH], Evil Brand[B], Improved Metapsionics[B EPH] (5), Iron Will, Filthy Outburst[B], Opportunity Power[B EPH], Power Knowledge[EPH] (2), Psionic Meditation[EPH], Psionic Talent[EPH] (5), Quicken Power[B EPH], Twin Power[B EPH]
Skills Autohypnosis[EPH] +64, Bluff +66, Concentration +58, Decipher Script +65, Diplomacy +78, Disguise +13 (+19 acting), Gather Information +66, Intimidate +72, Knowledge (arcana) +65, Knowledge (psionics)[EPH] +71, Knowledge (religion) +65, Knowledge (the planes) +65, Listen +63, Psicraft[EPH] +71 (+77 addressing power stones) Search +65, Sense Motive +63, Sleight of Hand +61, Spellcraft +71 (+77 deciphering scrolls), Spot +63, Survival +10 (+16 on other planes, +16 following tracks), Use Magic Device +66 (+72 scrolls), Use Psionic Device[EPH] +66 (+72 power stones)

Detect Thoughts (Su) As the *detect thoughts* spell (*PH* 220); continuous. This ability provides basic information as if from concentrating for 1 round. A mind shard can focus for additional rounds to gain more information.
True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.
Mental Subjugation (Su) Creatures within 30 feet of a mind shard must succeed on a DC 48 Will save every round or be affected as if by a *dominate monster* spell (CL 25th). A creature that succeeds on this saving throw takes 1 point of Wisdom damage instead. This is a mind-affecting ability.
Psionic Draw (Su) When a creature within 90 feet spends power points to manifest a psionic power, the creature must succeed on a Concentration check (DC 15 + power level) or spend double the normal number of power points. Even if the creature succeeds, the mind shard regains a number of power points equal to the normal cost of the power. If a creature fails the check and doesn't have enough power points to manifest the power, the power doesn't manifest and no power points are lost.
True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.
Divine Enervation (Su) All divine spellcasters lose the ability to regain spells so long as they remain within 1,000 miles of a mind shard of Pandorym. This interdiction does not interfere with spellcasting.
Divinity Siphon (Su) As a standard action, a mind shard of Pandorym can form a siphoning bond with a creature within 90 feet that can cast divine spells or has a divine caster level of at least 1st. The caster must make a DC 48 Will save to resist this ability. If the bond is established,

the caster gains 1d4 negative levels per round. For each negative level the caster gains, the mind shard heals 20 hit points. The bond lasts for up to 10 rounds, or until the mind shard breaks it or the caster dies. A caster who receives as many negative levels as Hit Dice dies and rises as a dread wraith in the following round.

A mind shard can have only one siphoning bond active at a time. Maintaining a bond requires no effort.

Summon Undead (Su) Three times per day, a mind shard of Pandorym can summon one of the following undead groups: 2d4 allips, 1d3 ethereal oozes (*Fiend Folio* 63), 2d4 quells (*Libris Mortis* 116), 1d6 wraiths, or 1d3 dread wraiths. The undead arrive in 1d4 rounds and serve for 24 hours or until released.

Vampiric Ego Whip (Su) As the *ego whip* power (DC 27), but requires only a swift action, and the mind shard regains 2 power points per point of damage dealt. A mind shard can use this ability once every 1d4 rounds.

Psionics (Ex) A mind shard of Pandorym can expend the equivalent of 20,000 XP on powers that have an XP cost.

Anathematic Secrecy (Su) A mind shard of Pandorym is immune to all divine divination spell effects.

Corporealize (Su) As a move action, a mind shard of Pandorym can materialize a part of itself into a corporeal form, usually a pseudopod or tentacle. The mind shard uses this ability to interact with the material world outside of combat—picking up or moving objects, opening doors, and so on. It corporealizes in combat only to move an item out of the reach of an enemy, to disarm a foe wielding a ghost touch weapon, or to otherwise remove something that can harm it. A mind shard can have up to twelve corporeal appendages in existence at one time. An opponent can make sunder attempts against an appendage as if it were a weapon. An appendage has 40 hit points and does not gain a deflection bonus to Armor Class (giving it an AC of 26). Severing the appendage deals 20 points of damage to the mind shard.

Limited Existence (Ex) A mind shard of Pandorym exists for only 24 hours before evaporating. A mind shard reduced to 0 hit points immediately evaporates. A mind shard's evaporation does not affect Pandorym's mind in any way.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

Nonlinear Time Awareness (Su) As a native of an alien reality, Pandorym senses the flow of time differently from how ordinary creatures do. This ability grants a mind shard of Pandorym an insight bonus to its Armor Class equal to its Intelligence modifier (usually +12).

Swift Focus (Ex) Three times per day, a mind shard of Pandorym can regain its psionic focus as a swift action. Doing so requires a DC 40 Concentration check.

Telepathic Backlash (Su) Whenever a creature targets a mind shard of Pandorym with a telepathy power or an enchantment spell, the manifesting or casting creature must immediately make a DC 48 Will save. A creature that fails this save is affected as by a *feeblemind* spell (*PH* 229).

LUCATHER MAJII

"I have seen it, Tune. I have finally seen what gave the very gods pause. That which, through its calling, brought about the destruction of our ancestors. I have seen . . . the end of the world."

—Lucather Majii, loremaster pawn

GOALS

Lucather Majii's greatest desire was to know the truth behind the destruction of his ancestors. He explored ever more ancient and mysterious ruins in search of clues. He used his powers of persuasion to convince or to trick people into divulging secrets he desired. The culmination of that search was discovering the prison of Pandorym's mind, but the experience stripped him of his life and free will. His mind was overwhelmed by the elder evil's crushing power, which ripped his very soul from his body.

Now an incorporeal pawn, Lucather Majii continues his obsessive search for knowledge on behalf of his alien master. He must now rely more than ever on his ability to manipulate others. He relentlessly hunts for anyone who has enough mental fortitude to withstand Pandorym's consciousness long enough to free the entity's psyche. More than a dozen unfortunate souls met their end in this way, many of them lingering as horrible undead. Lucather has now turned his malign intent toward one he is sure can pass the test—his own daughter. He hopes to lure her, along with other worthy creatures, into his newly claimed lair.

Once Lucather secures the release of Pandorym's mind from its crystalline prison, he intends to seek out the location of its nonbody. He does not realize that the unbound immensity of the quasi-living weapon's mind will destroy him, completely and irrevocably.

USING LUCATHER MAJII

A master of several puppets, but little more than a marionette himself, Lucather works best as part of the final challenge in a campaign. Through his loyal if naïve daughter, he can draw the PCs to him once they have proven themselves.

If Obligatum VII reaches the ruins above the crystalline prison complex, Lucather does everything he can to aid the kolyarut in accomplishing its goals. Attempts by PCs to stymie the creature within or near the ruins draw Lucather's ire; he joins Obligatum VII as an ally in battle. See encounters 6–2 and 6–3 for more about Lucather's behavior when confronted in the prison complex.

DESCRIPTION

His encounter with the mind of Pandorym held unforeseen consequences for Lucather. In addition to stripping away his free will and instilling a hatred of divinity, constant contact with the crystalline prison also ripped his soul from his body.

PANDORYM WITHOUT PSIONICS

The mind shard of Pandorym is an intensely powerful psionic being. If your campaign does not use psionics, treat the mind shard as a sorcerer focusing on enchantment spells.

Replace *vampiric ego whip* with *vampiric ray of enfeeblement,* with the same restrictions on its use; the mind shard regains a spell slot of a level equal to one-half the points of Strength damage dealt. Its psi-like abilities and metapsionic feats become spell-like abilities and metamagic feats. Instead of swift focus, the mind shard has the extraordinary ability to apply metamagic feats it knows to its spells without increasing casting time.

Lucather exists as a quell (*Libris Mortis* 116), his incorporeal presence only an echo of his formerly handsome self. What remains of Lucather resembles wispy gray-white smoke collected in a vaguely humanoid form. His body appears cloaked, and his eyes glow with a malevolent green fire.

Lucather Majii CR 21

hp 155 (23 HD)

Male quell[LM] enchanter 8/loremaster 10
LE Medium undead (incorporeal)
Init +7; **Senses** darkvision 60 ft.; Listen +12, Spot +12
Languages Common, Abyssal, Draconic, Dwarven, Elven, Infernal, Undercommon

AC 26, touch 16, flat-footed 12
Miss Chance 50% (incorporeal)
Resist +4 turn resistance
Immune undead immunities (*MM* 317); first 43 spell levels absorbed (up to 8th level)
Fort +6, **Ref** +11, **Will** +22; +10 against divine spells
Weakness daylight powerlessness

Speed fly 60 ft. (12 squares) (good)
Melee incorporeal touch +14 (1d4)
Base Atk +11; **Grp** —
Atk Options Combat Reflexes, Fell Drain (bestow one negative level when spell damages foe), Silent Spell, Still Spell
Special Actions Dark Speech, Dark Whispers, intercession 5/day
Wizard Spells Prepared (CL 18th); Unsettling Enchantment (opponent making a save against Lucather's enchantment spells gets –2 attack and AC for 1 round, regardless of success):
9th—*mass hold monster* (2) (DC 26), *power word kill* (DC 26)
8th—fell drain *chain lightning* (2) (DC 23), *mass charm monster* (DC 25), *power word stun*
7th—fell drain *cone of cold* (DC 22), *insanity* (DC 24), *mass hold person* (2) (DC 24), *power word blind*
6th—*disintegrate* (+14 ranged touch; DC 23), *greater dispel magic*, silent fell drain *fireball* (DC 20), *greater heroism, mass suggestion* (DC 23), fell drain *wall of fire* (DC 21)
5th—*break enchantment, dominate person* (DC 22), *feeblemind* (DC 22), fell drain *fireball* (2) (DC 20), *mind fog* (DC 22)
4th—*confusion* (DC 21), *crushing despair* (2) (DC 21), *lesser globe of invulnerability*, fell drain *scorching ray* (2) (+14 ranged touch)
3rd—*dispel magic* (2), fell drain *magic missile* (2), *magic circle against chaos, rage, suggestion* (DC 20)
2nd—*daze monster* (DC 19), *touch of idiocy* (2) (+14 incorporeal touch), *resist energy, scorching ray* (2) (+14 ranged touch), *see invisibility*
1st—*charm person* (DC 18), *hold portal, hypnotism* (DC 18), *magic missile, shield, sleep* (DC 18), *true strike*
0—*daze* (2) (DC 17), *mage hand* (2), *prestidigitation*

Abilities Str —, Dex 16, Con —,Int 24, Wis 17, Cha 15
SQ incorporeal traits, greater lore, lore +24, secrets (applicable knowledge [Spell Focus (enchantment)], dodge trick, instant mastery [Survival], secret of inner strength, secret knowledge of avoidance), true lore
Feats Apostate[B], Alertness[B], Combat Reflexes, Dark Speech[B], Dark Whispers[B], Eschew Materials, Evil Brand[B], Evil's Blessing[B], Fell Drain[LM], Ghostly Grasp[LM], Improved Initiative, Improved Toughness, Silent Spell, Skill Focus (Knowledge [history]), Spell Focus (enchantment)[B], Still Spell, Unsettling Enchantment[CM]
Skills Concentration +23, Diplomacy +14, Hide +11, Intimidate +10 (+12 against evil creatures), Knowledge (arcana) +32, Knowledge (geography) +28, Knowledge (history) +32, Knowledge (religion) +11, Knowledge (the planes) +32, Listen +12, Search +15, Sense Motive +10, Spellcraft +30 (+32 enchantments), Spot +12, Survival +8 (+10 on other planes, +10 following tracks, +10 to avoid getting lost and hazards)
Possessions *bracers of armor +6, amulet of natural armor +4, headband of intellect +4, lavender and green ioun stone* (43 spell levels remaining)
Spellbook spells prepared plus 9th—*Mordenkainen's disjunction, time stop*; 8th—*prismatic wall, greater shout*; 7th—*symbol of stunning*; 1st—*comprehend languages, true strike*; 0—all but conjuration and necromancy


Lucather Majii now serves the will of Pandorym

Daylight Powerlessness (Ex) Quells are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it.

Intercession (Su) Five times per day, Lucather can cut off divine spellcasters within 60 feet from their source of power. To do so, he makes a turning check as a 23rd-level cleric. The result indicates the highest-level divine spellcasters affected, and the turning damage result indicates the maximum total Hit Dice of divine spellcasters. Lucather's intercession first affects the closest divine spellcasters it can affect.

Affected divine spellcasters cannot turn undead or cast divine spells for 1 minute. If Lucather has twice as many HD as the spellcaster has divine caster levels, the affected spellcaster loses the ability to cast divine spells for 24 hours. If Lucather attacks an affected divine spellcaster

Illus. by Daarken

in any way, or if the affected spellcaster receives an *atonement* spell, the intercession ends. Lucather's allies and other creatures can attack the divine spellcaster without breaking the intercession.

Greater Lore (Ex) Lucather can understand magic items, as with the *identify* spell (*PH* 243).

Lore (Ex) As the bardic knowledge class feature (*PH* 28).

True Lore (Ex) Once per day, Lucather can duplicate the effect of a *legend lore* (*PH* 246) or *analyze dweomer* (*PH* 197) spell.

OBLIGATUM VII

"Regardless of your emotional connection to your 'deity,' the imprisonment of the entity known as Pandorym is a breach of contract. Pandorym deserves release."

—Obligatum VII, misguided kolyarut

Obligatum VII emerged from a crèche-forge on Mechanus to fulfill a mission opposed by the most powerful servants of deities. It is the seventh in a line of kolyarut inevitables bearing the same name and mission. Obligatum VII understands its opponents and has methods of countering their tactics. It is determined to be the last of its series.

GOALS

Roughly 900 years ago, the first Obligatum kolyarut became aware of the verbal agreement struck—and subsequently broken—thousands of years earlier with a powerful creature not of this reality. Innately dedicated to the principles of law, it paid no heed to the danger of the being's release. The inevitable set forth to enforce the contract struck by a now-dead civilization. It had only one goal: to release the indescribable thing known as Pandorym. It knew only that this entity was imprisoned within the ruins of the lost kingdom.

It failed. So did five successors also assigned to rectifying the breach. Obligatum VII is the latest to take on this mission. Four of the inevitable's predecessors fell to meddlesome servants of deities—good, evil, and neutral. Fiends, celestials, and mortals alike stymied their supreme mission. The other two failed through the actions of adventurers who knew nothing of Pandorym but came into conflict with the kolyaruts for other reasons. Aware of these past failures, Obligatum VII avoids drawing attention to itself, even as rumors of the crystalline prison's discovery spur its efforts.



Obligatum VII will fulfill its purpose at all costs

Illus. by F. Vobwinkel

USING OBLIGATUM VII

Obligatum VII treats as a distraction anyone who attempts to interact with it in a capacity that neither aids nor hinders its mission. Single-minded in ways no mortal can comprehend, the kolyarut exists to fulfill its mission. It does not tolerate distractions for more than a few minutes.

The PCs gradually learn the identity and purpose of Obligatum VII, but the best time for them to confront it is within the chamber of the crystalline prison (see encounter 6–3, page 94) as the kolyarut is about to fulfill its purpose. Obligatum VII ignores all interference, even damage to itself, unless it is in imminent danger of destruction.

Because its adamantine sword ignores the crystalline prison's hardness, Obligatum VII can create a crystal sliver (releasing a mind shard of Pandorym) after only a few blows. Depending on the level of your campaign, you can have the PCs arrive just as the kolyarut begins its attack on the crystal or sometime after it has started. In the latter case, a mind shard has already appeared.

DESCRIPTION

Obligatum VII looks like any other kolyarut, a human-shaped being of gleaming metal in ornate mail. However, its weapons, armor, and other equipment are obviously superior in craftsmanship and materials to those of ordinary kolyaruts.

OBLIGATUM VII CR 20

hp 156 (21 HD); fast healing 5; **DR** 10/chaotic

Kolyarut hexblade[CW] 3/occult slayer[CW] 5

LN Medium construct (extraplanar, lawful)

Init +6; **Senses** auravision 60 ft., darkvision 60 ft., low-light vision; Listen +13, Spot +13

Languages Common

AC 33, touch 12, flat-footed 32

Immune construct immunities (*MM* 307)

Resist fire 20

SR 22

Fort +10, **Ref** +12, **Will** +18; +9 against spells and spell-like abilities; mettle

Speed 20 ft. (4 squares)

Melee *+2 adamantine vorpal longsword* +25/+20/+15/+10 (1d8+7 plus 1d6 against spellcasters or creatures with spell-like abilities) or

Melee vampiric touch +22 touch or

Melee slam +22 (1d6+4)
Ranged enervation ray +20 ranged touch
Space 5 ft.; **Reach** 5 ft.
Base Atk +17; **Grp** +22
Atk Options Combat Casting, aligned strike (lawful), vicious strike
Special Atk hexblade's curse 1/day (DC 16), mind over magic 2/day
Combat Gear 2 *oils of greater magic weapon (+5), potion of repair moderate damage*[ECS]
Spell-Like Abilities (CL 13th):
At will—*discern lies* (DC 19), *disguise self, fear* (DC 19), *hold person* (DC 18), *invisibility, locate creature,* quickened *suggestion* (DC 18)
1/day—*hold monster* (DC 19), *mark of justice*
1/week—*geas/quest*

Abilities Str 20, Dex 14, Con —, Int 10, Wis 20, Cha 20
SQ nondetection cloak (CL 5th), weapon bond
Feats Alertness, Combat Casting, Great Fortitude, Improved Initiative, Improved Toughness[LM], Lightning Reflexes, Open Minded[CAd], Quicken Spell-Like Ability (*suggestion*), Weapon Focus (longsword)
Skills Diplomacy +7, Disguise +14, Gather Information +26, Knowledge (arcana) +5, Listen +13, Search +5, Sense Motive +19, Spellcraft +7, Spot +13, Survival +5 (+7 following tracks)
Possessions combat gear plus *+5 ghost touch improved fire resistance banded mail, +2 adamantine vorpal longsword, cloak of resistance +2, ring of protection +1*

Auravision (Su) Obligatum VII can see magical auras at a range of up to 60 feet as a free action. This ability otherwise functions as the *detect magic* spell. Obligatum VII cannot use this ability to determine anything but the number of magical auras present.
Mettle (Ex) If Obligatum VII makes a successful Will or Fortitude save against an attack that normally would have a lesser effect on a successful save, it instead negates the effect.
Vampiric Touch (Su) As the *vampiric touch* spell (CL 13th); 6d6 damage.
Enervation Ray (Su) As the *enervation* spell (CL 13th); range 200 feet.
Vicious Strike (Ex) When Obligatum VII readies an attack action to disrupt a spellcaster, it deals double damage if the attack hits.
Hexblade's Curse (Su) Once per day, as a free action, Obligatum VII curse an opponent within 60 feet that it can see. The target of the curse takes a –2 penalty on attack rolls, saves, ability checks, skill checks, and weapon damage rolls for 1 hour. A successful DC 16 Will save negates the effect.
Any effect that removes or dispels a curse eliminates the effect of a hexblade's curse.
Mind over Magic (Su) Twice per day as a free action, Obligatum VII can cause a spell or spell-like ability targeted against itself to rebound onto the originator. This ability otherwise functions as the *spell turning* spell (CL 13th).
Nondetection Cloak (Su) As the *nondetection* spell, but affects only Obligatum VII and its possessions; caster level 5th.
Weapon Bond (Su) Obligatum VII deals an extra 1d6 points of damage with its *+2 adamantine vorpal longsword* against a spellcaster or a creature that has spell-like abilities. If that weapon is lost or destroyed, Obligatum VII loses the ability to deal the extra damage until it spends 8 days practicing to bond with another weapon of the same kind of at least masterwork quality.

THE CRYSTALLINE PRISON COMPLEX

The lost empire's wizards and artisans constructed a magic crystalline prison to ensnare Pandorym's mind. When the deities obliterated the kingdom, they dared not destroy the crystal and release their doom. Instead they sealed the prison away and eliminated all records of its existence. Still, the deities knew they could not keep the prison secret forever, so they created defenses around its location. Over time, the influence of Pandorym's mind has created undead guardians, the maddened remnants of those who failed to release it.

KEY FEATURES

Every mortal being that dies in the frightful complex surrounding the crystalline prison later serves in some way as a defender of the site. And every mortal being foolish enough to enter the complex so far has breathed its last within.

Physical Hazards

The prison holding Pandorym's mind lies hidden beneath crumbling ruins and extensive catacombs. The ravages of time have created cave-ins and blockages intermittently throughout the complex. Excavations have attempted to link areas separated by collapsed sections. Not all those efforts succeeded, resulting in even more labyrinthine passages. To further confuse intruders, the deities established decoys throughout the catacombs: false prisons within completed but unused circles of binding.

In addition to the natural hazards it presents, the prison complex has active and dedicated guardians. Original defenders remain, in the form of constructs. Intruders fell to the ancient guardians, perished in traps or cave-ins, or were destroyed by Pandorym's oppressive mind, and now patrol the complex as undead. They oppose any living creatures they encounter, whether in search of final rest, out of an abiding hatred for life, or simply as a release from boredom.

Many defenses were overcome by Lucather Majii and his band of mercenaries. They deliberately bypassed some wards or guardians, ran from others, and luckily avoided a few. Ultimately, though, they succumbed to the awesome might of Pandorym's mind or to its near-impenetrable prison.

Aura of Entropy

An aura of entropy fills the underground cavern complex and all the surrounding ruins. The deities established this aura to deter intruders and to strengthen existing defenders. It has the following effects.

- Living creatures within the area do not heal naturally: They do not regain hit points or heal ability damage by resting. (Magical healing functions normally.)
- Undead that have been turned or rebuked remain so for only 5 rounds, instead of the normal 10.
- Fortitude saves to prevent permanent level loss take a –4 penalty if made within the area.
- Any living creature that dies within the area rises as an undead in 1d4 minutes. Nonsentient beings become zombies or other mindless undead of equivalent Hit

Dice; creatures with an Intelligence score of 6 or higher return as intelligent undead such as vampires or ghouls. There's a 10% chance that an intelligent being's mind and body separate. Its consciousness rises as an incorporeal undead, such as a quell (*Libris Mortis* 116) or wraith, and its body animates as a corporeal horror such as a bodak or a forsaken shell (*Libris Mortis* 100).

ENCOUNTER AREAS

The ruins above the crystalline prison are filled with the dire challenges and opponents typical of a high-level dungeon setting. Their extent and salient features are left to you to design as you see fit. The complex can be dropped into the deepest part of any suitable dungeon.

A. Chamber of Summoning (EL 15)

In this room the ancient wizards first contacted and lured Pandorym to this reality. The chamber barely survived its arrival: The annihilating body of the ultraplanar being instantly blew a 30-foot-wide sphere out of existence, along with several of its summoners. In a last act of freedom as the survivors strove to divert it into its prison, Pandorym lashed out at its betrayers. It utterly destroyed the bodies of a handful of mages and their assistants, leaving their suddenly insatiable souls intact. Panic ensued. A few summoners managed to escape, sealing the chamber against dimensional travel. The ghostly remnants of the rest fed on their former allies and coconspirators, bolstering their numbers. Now a dozen angry greater shadows (*MM* 221) remain trapped within.

B. Outer Circle of Binding (EL Varies)

The lines and symbols of a massive calling diagram (*PH* 249) cover the floor of this circular hallway. Passing over the lines toward the center of the circle shifts a corporeal creature's body to the "perpendicular" reality of Pandorym's home for a brief moment. The sudden disorientation causes all living creatures to become nauseated for 1d4 rounds (no save).

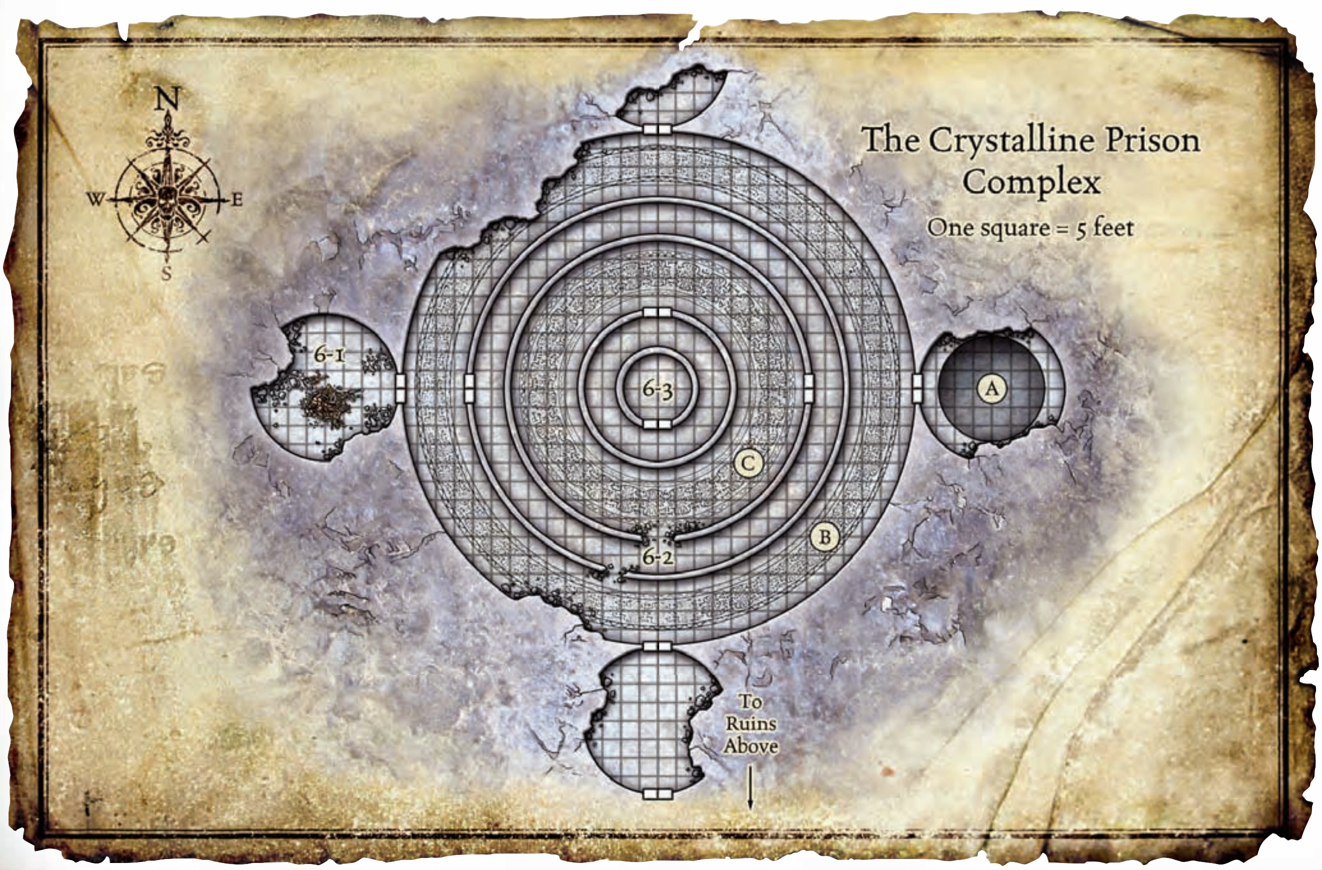
Necromancy spells cast within the circle (including adjacent rooms and passages) are extended (without using up higher-level spell slots). Casting a conjuration spell within the circle requires a Concentration check (DC 30 + spell level); a failed check results in the spell being lost with no effect.

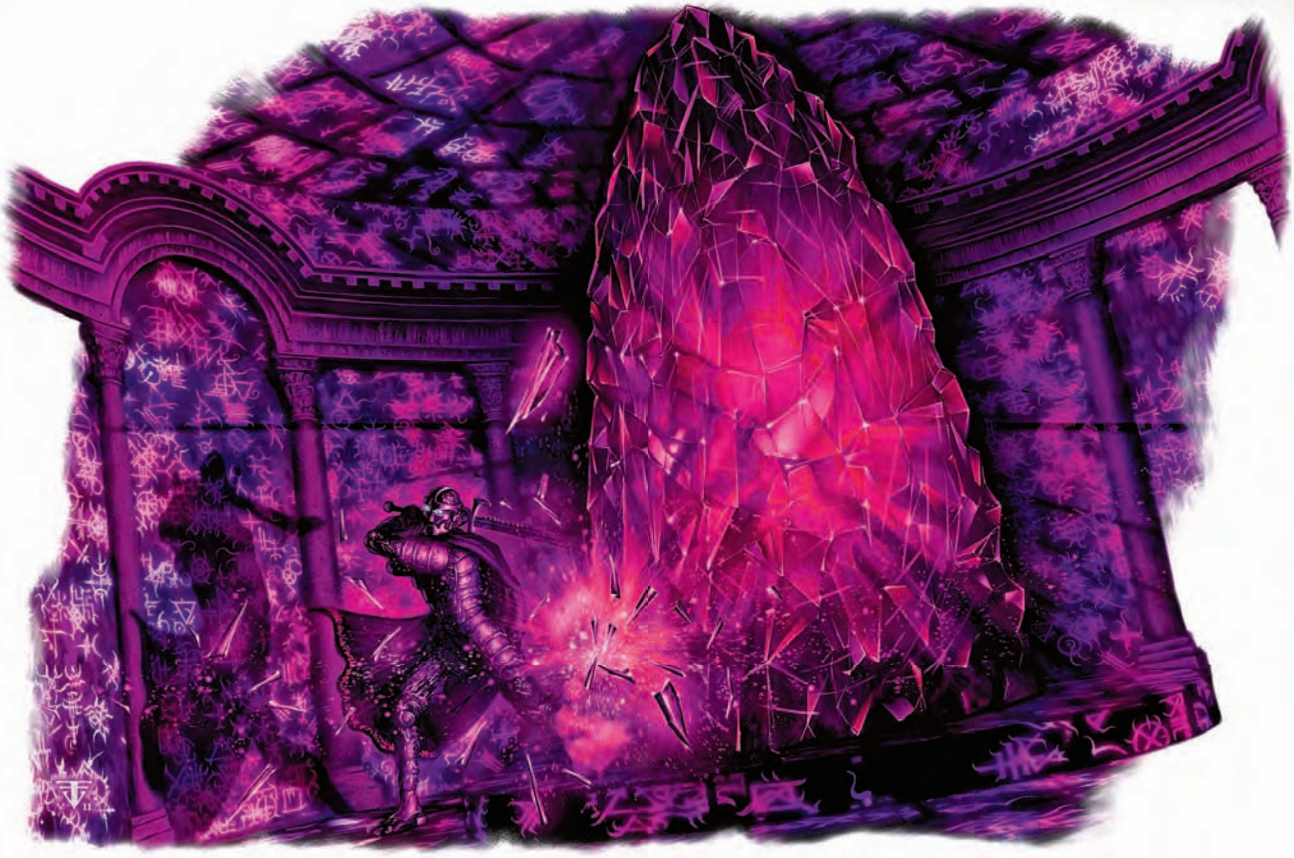
Several groups of constructs and undead patrol the hall.

C. Inner Circle of Binding (EL Varies)

A second great circle of binding covers the floor of this circular hallway, enclosed entirely within the outer circle. Passing over its engraved lines shifts a corporeal creature's body to Pandorym's native reality for a few seconds. The wrenching shift causes all living creatures to take 1d4 points of Constitution drain and 1d4 points of Wisdom damage (no save). In addition, living creatures must succeed on a DC 30 Fortitude save or be stunned for 1d4 rounds.

Necromancy spells cast within the circle (including other rooms and passages) are extended and maximized (without using up higher-level spell slots). All conjuration (calling, summoning, and teleportation) spells cease to function. Undead creatures within the area gain +8 turn





The Crystalline Prison

Illus. by F. Tsai

resistance, which stacks with any other turn resistance they have.

This inner circle defines the limit of Pandorym's power while its mind is trapped within the crystalline prison. If Pandorym's mind escapes, the floor holding the calling diagram cracks, and the entire hallway collapses.

The Crystalline Prison

At the heart of the complex is a 20-foot-diameter circular room covered with sigils, runes, and incomprehensible glyphs of arcane design. A dark, oppressive chill leaks from the frigid void beyond the world, freezing the room's interior. The temperature never rises above extreme cold (*DMG* 302). Fire spells deal half damage in this room. Nonmagical open flames are snuffed out the instant they enter the chamber and cannot be relit within its walls. Light sources provide half normal illumination.

At the chamber's center floats a violet crystal 15 feet tall and 8 feet across. It pulses with an unholy darkness that seems to suck in whatever light enters the room. It does not shimmer, nor does it reflect or refract any light other than hues of purple, casting a sickly violet pall over everything. The mind of Pandorym is trapped within.

- The "crystal" is actually a modified, solidified form of permanent *prismatic wall* (*PH* 264), six layers deep (it does not include the violet layer). The normal magical counters to the layers' effects don't function. Any creature that touches the crystal (even if wearing a glove or other protective clothing) is subject to the effect of one color layer per round, in consecutive order, for 6 rounds of contact. A creature still in contact with the crystal for a seventh round is drawn into the prison and blotted from existence; on a successful DC 45 Will save, it is instead *disintegrated* as the spell (no saving throw).

  A creature drawn into the prison cannot be restored by any means as long as the crystal remains intact, since it no longer truly exists in this reality. If the crystal is shattered (which releases Pandorym's mind), a creature destroyed by entering it can be returned to life with a *true resurrection*, *wish*, or *miracle* spell.

  Held items touching the crystalline prison do not put their wielders at risk, but an intelligent magic item is affected as a creature would be.
- The crystalline prison has hardness 30, 300 hit points, and spell resistance 40. It is immune to acid, cold, electricity, and fire. Sonic attacks deal double damage, ignoring hardness as usual.
- If the crystalline prison takes 100 points of damage, it cracks and sends forth a mind shard of Pandorym. When a mind shard is destroyed, the prison repairs 30 points of damage. As long as the crystal has 100 or more points of damage that have not yet been healed, another shard is created 1d4 rounds after the first is destroyed.
- If the crystalline prison is reduced to 0 hit points, it crumbles into a pile of slivers and dust. At that moment, the mind of Pandorym is released.

Guard Room

Encounter Level 20

SETUP

Few of the guard rooms in the ruins surrounding the crystalline prison remain inhabited, let alone intact, and none by the original guards. Debris and corpses from earlier expeditions accumulated and were animated by the powerful aura encompassing the complex. Now a grisgol defends this room, while a hidden deathshrieker lurks out of sight.

The players place their miniatures at the doorway on the eastern side of the map. When the PCs open the door, place the grisgol (G) in the indicated space but do not place the advanced deathshrieker until a PC becomes paralyzed, as described in Tactics below.

When the players have finished arranging their miniatures, place the grisgol and read:

Near the center of this circular room lie several dead bodies in a pile surrounding a vaguely human-shaped heap of detritus, parchment scraps, and shattered items. Tall statues have toppled on both sides of the doorway. To the right, a large shape made up of ancient, yellowed scrolls and other well-crafted items lurches to its feet.

The first time a PC is paralyzed by the grisgol's attack, place the advanced deathshrieker in one of the spaces occupied by the destroyed grisgol and read:

A shrieking apparition rises from the floor amid the pile of debris. It drifts forward and reaches with a ghostly, clawed hand for your helpless companion.

TACTICS

The grisgol moves to attack living creatures it sees entering the room, attempting to paralyze as many as it can. It does not stop fighting until it is destroyed or its opponents are.

As soon as a PC becomes paralyzed, the deathshrieker enters the fight to take advantage of helpless prey. It works in concert with the grisgol, attempting to paralyze more opponents and draining Charisma from those affected.

Grisgol[MM3] — CR 15

hp 134 (19 HD); **DR** 10/piercing and magic

N Large construct
Init +0; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 28, touch 9, flat-footed 28
Immune magic; construct immunities (*MM* 307)
Fort +6, **Ref** +6, **Will** +6

Speed 30 ft. (6 squares)
Melee 2 slams +17 each (1d6+4 plus damaging touch plus paralysis)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +22
Atk Options damaging touch (1d8+5 negative energy, Will DC 19 half), paralyzing touch
Spell-Like Abilities (CL 20th):
1/day—*chain lightning* (DC 19), *feeblemind* (DC 17), *hold person* (DC 14), *horrid wilting* (DC 22), *ice storm*, *meteor swarm* (DC 23), *power word blind*, *scorching ray* (+13 ranged touch), *shield*, *touch of fatigue* (+17 melee touch, DC 10)

Abilities Str 18, Dex 10, Con —, Int —, Wis 11, Cha 11
SQ choking dust, incite madness
Feats —
Skills Listen +0, Spot +0

Immunity to Magic (Ex) A grisgol is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against a grisgol, as noted below.

Erase delivered as a touch attack against a grisgol deals 2d6 points of damage (no save). Casting *secret page* on a grisgol renders it invisible, as the *invisibility* spell.

Damaging Touch (Ex) A grisgol deals an additional 1d8+5 points of negative energy damage to a creature it touches. A successful DC 19 Will save halves the damage.

Paralyzing Touch (Su) The slam attack of a grisgol causes permanent paralysis unless the subject succeeds on a DC 19 Fortitude save. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a grisgol seems dead, although a successful DC 20 Spot check or DC 15 Heal check reveals the victim to be alive.

Choking Dust (Ex) Striking a grisgol with anything other than a piercing weapon causes a disease-carrying, choking cloud of dust and mold to explode from the creature. All within a 10-foot radius must succeed on a DC 23 Fortitude save or take 1d4 points of Constitution damage. Those who fail the first Fortitude save must immediately attempt another DC 23 Fortitude save (adjusted by their new Constitution score); on a failure, they contract slimy doom (*DMG* 292) in 24 hours.

Incite Madness (Sp) Anyone examining the strips of parchment and pages that comprise the wrappings of a slain grisgol invokes a curse that renders the reader insane (Will DC 19 negates). The victim of this insanity becomes convinced that the scraps contain great and lost arcane secrets that can be rediscovered only by painstakingly fitting every piece together in the right order. The affected creature dedicates every waking hour to this massive undertaking, barely pausing to eat or rest, and always believes a revelation is close.

The affected creature takes 1 point of Intelligence drain when the curse is first activated, and 1 extra point of Intelligence drain every week the curse continues. The subject dies when it reaches 0 Intelligence.

The Intelligence drain can't be restored while the curse is active. Only a *limited wish* spell or similarly powerful magic can break this curse.

ADVANCED DEATHSHRIEKER[MM3] **CR 19**
hp 187 (25 HD); **DR** 10/—

CE Medium undead (incorporeal)
Init +12; **Senses** darkvision 60 ft.; Listen +22, Spot +17
Aura despair (sight; Will DC 27)
Languages Common

AC 31, touch 31, flat-footed 23; Dodge, death's grace
Miss Chance 50% (incorporeal)
Immune undead immunities (*MM* 317)
Resist +4 turn resistance
Fort +10, **Ref** +18, **Will** +18
Weakness vulnerability to silence

Speed fly 40 ft. (8 squares) (good)
Melee incorporeal touch +20 (1d4 Cha)
Space 5 ft.; **Reach** 5 ft.
Base Atk +12; **Grp** —
Atk Options Combat Reflexes, Charisma drain
Special Actions death rattle, scream of the dying 1/day

Abilities Str —, Dex 27, Con —, Int 8, Wis 14, Cha 20
SQ incorporeal traits
Feats Ability Focus (scream of the dying), Alertness, Combat Reflexes, Dodge, Great Fortitude, Improved Initiative, Improved Toughness[LM], Iron Will, Lightning Reflexes
Skills Hide +23, Intimidate +22, Listen +22, Search +20, Spot +17

Despair (Su) A creature that sees a deathshrieker must succeed on a DC 27 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save is successful, that creature cannot be affected again by the same deathshrieker's despair ability for 24 hours.
Vulnerability to Silence (Ex) Deathshriekers cannot abide silence and are harmed by it. To even enter the radius of a *silence* spell, a deathshrieker must succeed on a Will save (DC 12 + caster level). Each round that a deathshrieker remains within the area of a *silence* spell, it takes 1d10 points of damage (Will half).
Charisma Drain (Su) An individual struck by a deathshrieker must succeed on a DC 27 Fortitude save or take 1d4 points of Charisma drain (2d4 points on a critical hit). The deathshrieker heals 5 points of damage (10 on a critical hit) whenever it drains Charisma, gaining any excess as temporary hit points.
Death Rattle (Su) When a deathshrieker is reduced to 0 hit points, it immediately releases a final, devastating shriek. All living creatures within a 300-foot spread must succeed on a DC 27 Will save or gain 1d4 negative levels. Creatures that cannot hear or are under the effect of a *silence* spell gain a +4 bonus on this save.
Scream of the Dying (Su) Once per day as a full-round action, a deathshrieker can release a soul-numbing scream that lasts for up to 3 rounds. After this first round, a deathshrieker can use a standard action to sustain the scream. This attack affects all living creatures within a 30-foot spread centered on the deathshrieker, or within a 60-foot cone extending from the deathshrieker, at the creature's option. Once a deathshrieker chooses the shape, it must maintain that shape for the duration of the effect. It can aim a cone in a single direction during its turn. Creatures caught in the area must succeed on a DC 29 Will save or suffer the effects described below. The effects are cumulative and concurrent. Creatures that cannot hear or are under the effect of a *silence* spell gain a +4 bonus on this save.
Round 1: Deafened 1d4 rounds.
Round 2: Stunned 1d3 rounds.
Round 3: As *insanity* (*PH* 244); CL 18th.
This scream is so loud that normal conversation is impossible. A spellcaster who attempts to cast a spell that has a verbal component must succeed on a DC 26 Concentration check or lose the spell.

Once more than half the opponents have been paralyzed at least once (even if they are no longer so), the deathshrieker flies to the top of the chamber and lets loose its scream of the dying. It maintains the effect for the full 3 rounds.

If the deathshrieker is reduced to 90 hit points or fewer, or if an opponent casts *silence*, it flees into the chamber's floor. It waits there for several minutes, then attempts to follow the PCs and catch them in the midst of another fight. If the grisgol is destroyed, the deathshrieker uses its scream of the dying ability.

CONCLUSION

In addition to items recovered after defeating the grisgol, the PCs can find the following treasure among the three corpses:

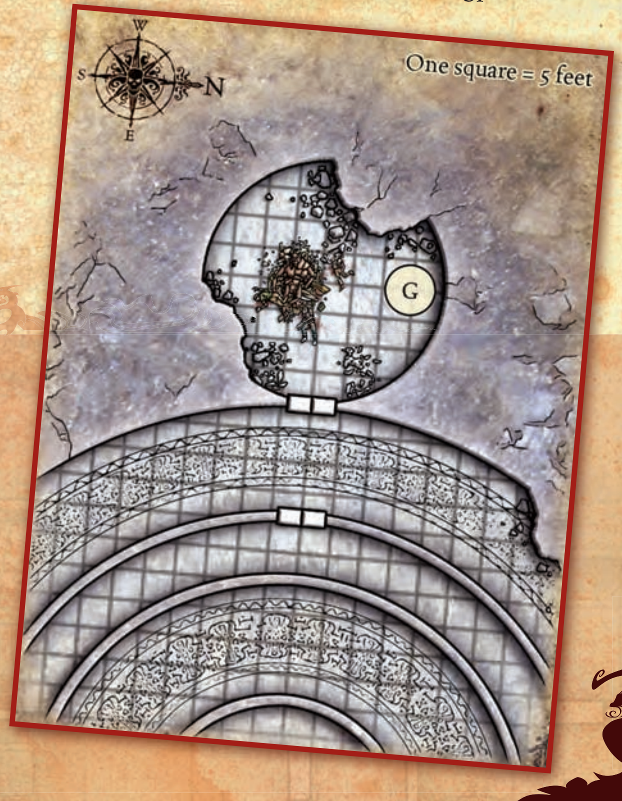
3 amulets of natural armor +2, bracers of armor +3, 2 bracers of armor +5, 2 rings of protection +2, +1 dagger, gloves of Dexterity +2, gloves of Dexterity +4, cloak of Charisma +6, periapt of health +4, +3 short sword, +3 shortbow, pale blue ioun stone, pink ioun stone, and 90,000 gp.

FEATURES OF THE AREA

Fallen Statues: These depict heavily armored guards from the ancient kingdom. The squares they fill are considered difficult terrain (2 squares of movement to enter).

Destroyed Grisgol: The pile of detritus in the center of the room is the remains of a grisgol destroyed by Lucather Majii's group. The squares it covers are considered difficult terrain (2 squares of movement to enter).

Rubble: A wall section has collapsed, filling the northwest corner with dense rubble (difficult terrain; increase the DC of Balance and Tumble checks by 5 and the DC of Move Silently checks by 2).



THE SHATTERED HALL

Encounter Level 20

SETUP

When the deities sealed the complex enclosing the crystalline prison, they animated the statues and other decorations within to act as guardians. In this area, bas-relief depictions of humans and humanoid creatures stepped out of the walls and became caryatid columns (*MM2* 30). Fourteen caryatid columns (C), in two groups of seven, patrol this area. The starting positions of the first group are labeled on the map.

The players place their miniatures depending on the direction of their approach. Lucather Majii (L) appears in the indicated position 2 rounds after combat begins. After 4 more rounds, seven additional caryatid columns arrive, entering from the side opposite the one where the PCs began.

When the players have finished arranging their miniatures, read:

Elaborate and disturbing bas-relief decorations obviously once covered the walls in this area but were later defaced. Humanoid shapes have been ripped from the walls, leaving jagged indentations in the gruesome scenes.

When the PCs are able to see the caryatid columns, place the creatures on the map and read:

A patrol of animated statues marches along the corridor. When they catch sight of you, they clash their weapons against their stony forms and advance.

Two rounds after combat begins, place Lucather Majii's figure on the map and read:

A ghostly form, dressed in flowing robes and surrounded by dark glyphs, floats through the wall. Fixing you with its fiery green eyes, it spits vile curses and begins to make arcane gestures.

TACTICS

The first seven caryatid columns work together tactically to eliminate one opponent at a time. They focus first on any PC wielding a two-handed weapon, hoping to break it against their bodies.

The sounds of combat attract the attention of Lucather Majii, who appears 2 rounds after the PCs engage the patrol. When he arrives, he first uses his intercession ability to weaken divine spellcasters. He then begins casting spells, beginning with appropriate high-level ones. When the second wave of patrollers arrives, the caryatid columns (along with any surviving from the first wave) defend Lucather with a defensive line or semicircle.

7 ADVANCED CARYATID COLUMNS[FF] CR 7

hp 75 (10 HD); hardness 8

N Medium construct
Init +3; **Senses** darkvision 60 ft.; Listen –4, Spot –4

AC 22, touch 13, flat-footed 19
Immune construct immunities (*MM* 307)
Fort +3, **Ref** +6, **Will** –1

Speed 30 ft. (6 squares)
Melee *+2 bastard sword* +15/+10 (1d10+9) or
Melee *+2 bastard sword* +15 (1d10+7) and slam +7 (1d10+2) or
Melee 2 slams +12 each (1d10+4)
Space 5 ft.; **Reach** 5 ft.
Base Atk +7; **Grp** +12
Atk Options Cleave, Improved Sunder, Power Attack, magic weapon

Abilities 20, Dex 16, Con —, Int 6, Wis 2, Cha 1
SQ break weapon, column form
Feats Cleave, Improved Sunder, Power Attack, Weapon Focus (bastard sword)
Skills Diplomacy –3, Listen –4, Sense Motive +9, Spot –4

Magic Weapon Whenever a caryatid column is not holding its *+2 bastard sword*, the weapon reverts to stone and becomes a nonmagical sculpture. If the caryatid column then picks it up, the weapon regains its normal form and magic qualities.

A caryatid column can stow its weapon by pressing it against its side; the weapon then merges with the caryatid column's body and can be retrieved by taking a move action to draw a weapon.

Break Weapon (Su) Whenever a creature uses a melee weapon to strike a caryatid column, the weapon must succeed on a DC 15 Fortitude save or break, dealing no damage.

Nonmagical projectiles automatically shatter upon hitting a caryatid column, dealing no damage. Magic ranged weapons receive a DC 15 Fortitude save to resist the effect.

Column Form (Ex) This ability is not relevant to this encounter.

CONCLUSION

This fight is intended to delay and weaken intruders. If the PCs defeat all seven caryatid columns of the first wave within 2 rounds, Lucather waits for the second wave. The next seven caryatid columns arrive 6 rounds after combat begins, regardless of whether the first wave survived or whether the PCs are still in the area.

Lucather flees to the chamber of the crystalline prison (encounter 6–3, on the next page) if both waves of caryatid columns are destroyed or if he is reduced to 20 hit points or fewer. Adding Lucather to that room's other defenders increases its Encounter Level by 1. In addition, his arrival notifies Obligatum VII of the PCs' approach and nullifies any chance of their surprising it.

The effect of the outer circle of binding makes this encounter slightly tougher. Award 110% of experience to groups that successfully overcome this challenge.

Lucather Majii **CR 21**

hp 155 (23 HD)

Male quell[LM] enchanter 8/loremaster 10
LE Medium undead (incorporeal)
Init +7; **Senses** darkvision 60 ft.; Listen +12, Spot +12
Languages Common, Abyssal, Draconic, Dwarven, Elven, Infernal, Undercommon

AC 26, touch 16, flat-footed 12
Miss Chance 50% (incorporeal)
Resist +4 turn resistance
Immune undead immunities (*MM* 317); first 43 spell levels absorbed (up to 8th level)
Fort +6, **Ref** +11, **Will** +22; +10 against divine spells
Weakness daylight powerlessness

Speed fly 60 ft. (12 squares) (good)
Melee incorporeal touch +14 (1d4)
Base Atk +11; **Grp** —
Atk Options Combat Reflexes, Fell Drain (bestow one negative level when spell damages foe), Silent Spell, Still Spell
Special Actions
Dark Speech, Dark Whispers, intercession 5/day
Wizard Spells Prepared (CL 18th); Unsettling Enchantment (opponent making a save against Lucather's enchantment spells gets –2 attack and AC for 1 round, regardless of success):
9th—*mass hold monster* (2) (DC 26), *power word kill* (DC 26)
8th—fell drain *chain lightning* (2) (DC 23), *mass charm monster* (DC 25), *power word stun*
7th—fell drain *cone of cold* (DC 22), *insanity* (DC 24), *mass hold person* (2) (DC 24), *power word blind*
6th—*disintegrate* (+14 ranged touch; DC 23), *greater dispel magic*, silent fell drain *fireball* (DC 20), *greater heroism, mass suggestion* (DC 23), fell drain *wall of fire* (DC 21)
5th—*break enchantment, dominate person* (DC 22), *feeblemind* (DC 22), fell drain *fireball* (2) (DC 20), *mind fog* (DC 22)
4th—*confusion* (DC 21), *crushing despair* (2) (DC 21), *lesser globe of invulnerability*, fell drain *scorching ray* (2) (+14 ranged touch)
3rd—*dispel magic* (2), fell drain *magic missile* (2), *magic circle against chaos, rage, suggestion* (DC 20)
2nd—*daze monster* (DC 19), *touch of idiocy* (2) (+14 incorporeal touch), *resist energy, scorching ray* (2) (+14 ranged touch), *see invisibility*
1st—*charm person* (DC 18), *hold portal, hypnotism* (DC 18), *magic missile, shield, sleep* (DC 18), *true strike*
0—*daze* (2) (DC 17), *mage hand* (2), *prestidigitation*

Abilities Str —, Dex 16, Con —,Int 24, Wis 17, Cha 15
SQ incorporeal traits, greater lore, lore +24, secrets (applicable knowledge [Spell Focus (enchantment)], dodge trick, instant mastery [Survival], secret of inner strength, secret knowledge of avoidance), true lore
Feats Apostate[B], Alertness[B], Combat Reflexes, Dark Speech[B], Dark Whispers[B], Eschew Materials, Evil Brand[B], Evil's Blessing[B], Fell Drain[LM], Ghostly Grasp[LM], Improved Initiative, Improved Toughness, Silent Spell, Skill Focus (Knowledge [history]), Spell Focus (enchantment)[B], Still Spell, Unsettling Enchantment[CM]
Skills Concentration +23, Diplomacy +14, Hide +11, Intimidate +10 (+12 against evil creatures), Knowledge (arcana) +32, Knowledge (geography) +28, Knowledge (history) +32, Knowledge (religion) +11, Knowledge (the planes) +32, Listen +12, Search +15, Sense Motive +10, Spellcraft +30 (+32 enchantments), Spot +12, Survival +8 (+10 on other planes, +10 following tracks, +10 to avoid getting lost and hazards)
Possessions *bracers of armor +6, amulet of natural armor +4, headband of intellect +4, lavender and green ioun stone* (43 spell levels remaining)
Spellbook spells prepared plus 9th—*Mordenkainen's disjunction, time stop*; 8th—*prismatic wall, greater shout*; 7th—*symbol of stunning*; 1st—*comprehend languages, true strike*; 0—all but conjuration and necromancy

Daylight Powerlessness (Ex) Quells are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it.
Intercession (Su) See page 85.
Greater Lore (Ex) Lucather can understand magic items, as with the *identify* spell (*PH* 243).
Lore (Ex) As the bardic knowledge class feature (*PH* 28).
True Lore (Ex) Once per day, Lucather can duplicate the effect of a *legend lore* (*PH* 246) or *analyze dweomer* (*PH* 197) spell.

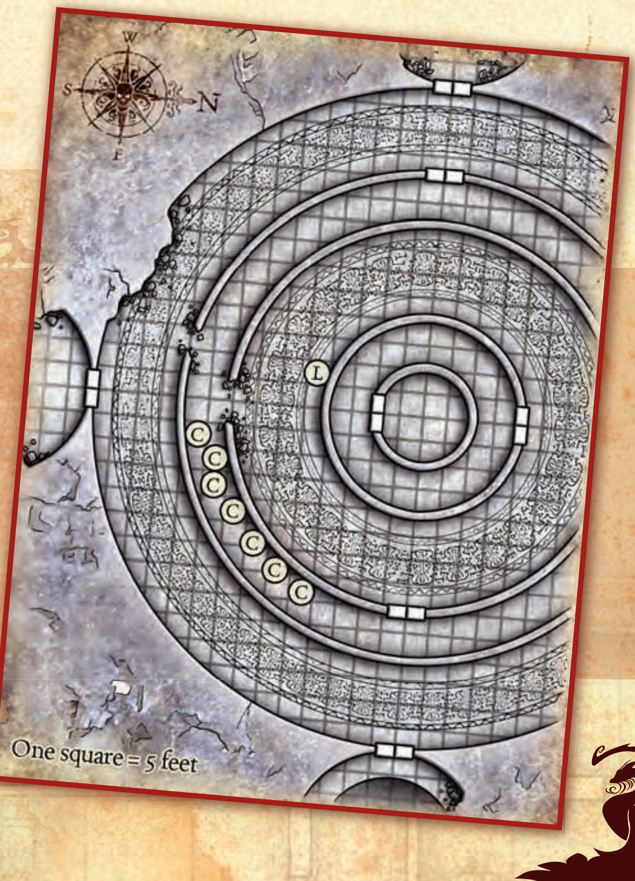
Features of the Area

Outer Circle of Binding: This area falls within the outer circle of binding, granting the following effects.

Necromancy spells cast within the area are automatically extended without using up higher-level spell slots.

Casting a conjuration spell within the area requires a Concentration check (DC 30 + spell level); a failed check results in the spell being lost.

Rubble: Two wall sections have collapsed, filling parts of the area with dense rubble (difficult terrain; increase the DC of Balance and Tumble checks by 5 and the DC of Move Silently checks by 2).



Crystalline Prison

Encounter Level 20+

SETUP

Obligatum VII (O) has found its way to the crystal housing Pandorym's mind and has begun its attack. It has dealt enough damage to be close to releasing a mind shard. Six dread wraiths (D) guard the kolyarut as it single-mindedly pursues its task. If Lucather Majii survived or avoided the battle in encounter 6–2, he is also present as indicated on the map (L).

The players place their miniatures along a map edge, depending on the direction of their approach. If Obligatum VII succeeds in freeing a mind shard, it appears in the center of the room, covering the squares occupied by the crystalline prison.

When the players have finished arranging their miniatures, read:

Swirling about this circular chamber are dark, tattered shades whose red eyes glow with malevolence. From behind the door of a circular inner room come the sounds of metal clashing on stone.

When a character opens the door leading to the inner chamber, read:

A violet crystal dominates the center of this room, pulsing with an unholy darkness that seems to suck in light. Its evil glow casts everything in a sickly violet pall. A human-shaped being of metal stands near the massive crystal, chipping away at it with a sword.

TACTICS

Obligatum VII is focused on releasing Pandorym's imprisoned mind. The kolyarut's +2 *adamantine vorpal longsword* ignores hardness, dealing an average of 11 points of damage per round to the crystal. By the time the PCs arrive, it has already dealt 50 points of damage to the prison. Once the damage reaches 100 points, the crystal cracks and a mind shard of Pandorym forms. (If you want to present a more difficult challenge for the party, Obligatum VII can have released a mind shard already and be well on its way to shattering the crystal.)

The kolyarut is single-minded in its task, but it takes steps to defend itself if it is reduced to 75 or fewer hit points. Even then, if allies protect the inevitable it continues its assault on the crystalline prison regardless of its injuries.

Dread Wraiths: The dread wraiths work with one another and Lucather (if he still exists) to defend the inevitable, but they do not necessarily cooperate with

6 Dread Wraiths CR 11
hp 104 (16 HD)

LE Large undead (incorporeal)
Init +13; **Senses** darkvision 60 ft., lifesense 60 ft.; Listen +25, Spot +25
Aura unnatural aura (30 ft.)

AC 25, touch 25, flat-footed 16; Dodge, Mobility
Miss Chance 50% (incorporeal)
Immune undead immunities (*MM* 317)
Fort +5, **Ref** +14, **Will** +14
Weakness daylight powerlessness

Speed fly 60 ft. (12 squares) (good); Spring Attack
Melee incorporeal touch +16 (2d6 plus 1d8 Constitution drain)
Space 10 ft.; **Reach** 10 ft.
Base Atk +8; **Grp** —
Atk Options Blind-Fight, Combat Reflexes, Constitution drain
Special Actions create spawn

Abilities Str —, Dex 28, Con —, Int 17, Wis 18, Cha 24
SQ daylight powerlessness, incorporeal traits
Feats Alertness[B], Blind-Fight, Combat Reflexes, Dodge, Improved Initiative[B], Improved Natural Attack (incorporeal touch), Mobility, Spring Attack
Skills Diplomacy +9, Hide +24, Intimidate +26, Knowledge (religion) +22, Listen +25, Search +22, Sense Motive +23, Spot +25, Survival +4 (+6 following tracks)

Lifesense (Su) A dread wraith notices and locates living creatures within 60 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.
Unnatural Aura (Su) Animals will not willingly approach nearer than 30 feet to a dread wraith and panic if forced to do so; they remain panicked as long as they are within that range.
Daylight Powerlessness (Ex) Dread wraiths are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it.
Constitution Drain (Su) Living creatures hit by a dread wraith's incorporeal touch attack must succeed on a DC 25 Fortitude save or take 1d8 points of Constitution drain. On each such successful attack, the dread wraith gains 5 temporary hit points.
Create Spawn (Su) Any humanoid slain by a dread wraith becomes a wraith in 1d4 rounds. Spawn are under the command of the dread wraith that created them and remain enslaved until its destruction. They do not possess any of the abilities they had in life.

Lucather Majii CR 21
hp 155 or fewer (see encounter 6–2 for statistics)

Obligatum VII CR 20
hp 156
See page 86 for statistics

Features of the Area

Outer Circle of Binding: This area falls within the outer circle of binding, granting the following effects.

Necromancy spells cast within the area are automatically extended without using up higher-level spell slots.

Casting a conjuration spell within the area requires a Concentration check (DC 30 + spell level); a failed check results in the spell being lost.

Inner Circle of Binding: This area falls within the inner circle of binding, granting the following effects. These effects override those of the outer circle. The outer circle's effect resumes if the inner circle has been disabled or otherwise nullified.

Necromancy spells cast within the area are extended and maximized without using up higher-level spell slots.

All conjuration (calling, summoning, and teleportation) spells cease to function.

All undead gain +8 turn resistance (which stacks with any other turn resistance they have).

The Crystalline Prison: Floating over a 10-foot-diameter dais in the chamber's centermost room looms a violet crystal 10 feet tall and 5 feet across. The crystalline prison is nearly impervious to most attempts to damage it. It is affixed to its location by a permanent *dimensional anchor* spell (caster level 30th). See the description on page 87 for its properties.

If the crystal is reduced to 0 hit points, it crumbles into a pile of 1d10 slivers (see below) and worthless dust. At that moment, the mind of Pandorym is released.

For every 10 points of damage dealt to the crystalline prison, a sliver breaks off. Each sliver provides the equivalent of 100 XP toward the creation of any magic item incorporating it and has a market value of 500 gp.



Obligatum VII or a mind shard. They focus on one or two physically weak foes (rogues, arcane spellcasters, and the like), using their Constitution-draining attacks to kill their opponents and swell their own numbers.

Mind Shard of Pandorym: If a mind shard forms, it immediately defends Obligatum VII or any other creatures attacking the prison. It concentrates on heavily armored foes (such as fighters or other combat specialists), leaving physically weaker opponents to the dread wraiths and Lucather.

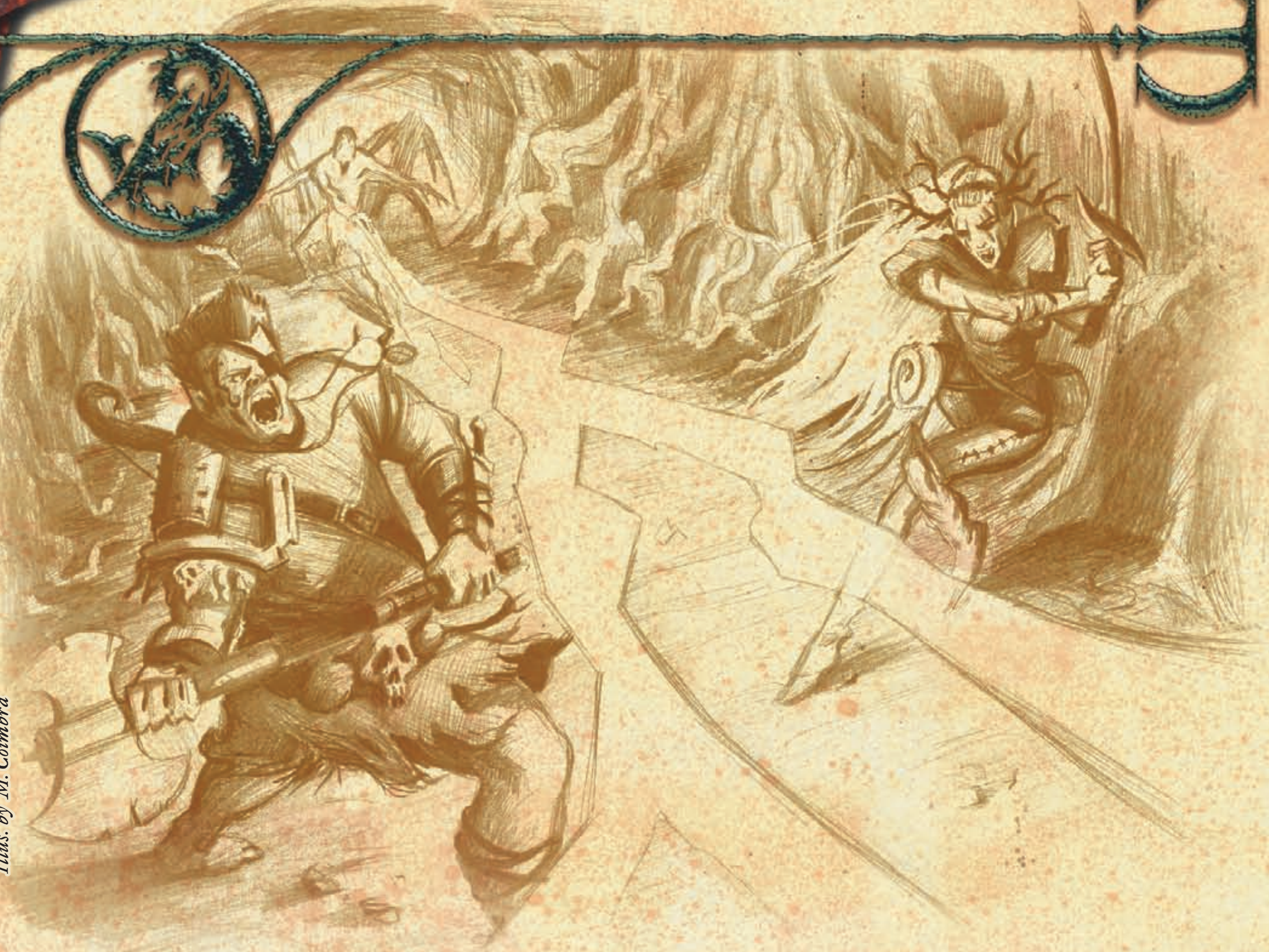
Mind Shard of Pandorym **CR 25**
hp 475
See page 83 for statistics

CONCLUSION

If the PCs fail to stop Obligatum VII, it releases the imprisoned mind of Pandorym. The freed entity's psyche is nearly impossible to defeat. It directs Obligatum VII to the dimensional prison housing Pandorym's body, where the two parts of the alien weapon will be reunited. The journey to this location takes some time, and the gods might be convinced to intervene. If they cannot or will not, Pandorym will fulfill its contract and destroy the campaign setting.

Even if the PCs are victorious, the crèche-forges of Mechanus churn out Obligatum VIII in 2d4 months. That kolyarut exceeds its predecessor in ability and bears an even more powerful weapon. Preventing further incarnations of the kolyarut might require a planar journey to destroy their place of origin.

The influence of the circles of binding and the presence of the crystalline prison make this encounter substantially more challenging than the creatures' Encounter Levels might indicate. A victorious party should receive 125% of the normal XP for the encounter.



Illus. by M. Coimbra

Hush, hush now; screams will not dull your pain. Your life has been a lie shouted by gods, but She whispers what is truly right for the flesh. The shape of your life, of all life, is her highest art. We can only pray we are Her last, brightest, and most terrible canvas."

—Irthicax Vane, Malshaper

Ragnorra, Mother of Monsters, is a primeval source of life eternally corrupted. Bloated, hideous, and filled with a terrible love for her children, this elder evil wanders the planes searching for new worlds to remake in her image.

BACKGROUND

Many creation myths divide the world's history into three distinct eras. The present, the time of mortal races, was preceded by the time of the gods. Before the gods was the age of primeval forces, both good and ill. The Mother of Monsters belongs to that era.

Until recently, knowledge of Ragnorra had been lost to mortals. Now, sketchy reports have begun circulating in scholarly circles of runes in the silver sky of the Astral Plane. Some claim these signs warn of the return of Ragnorra, and their stories are now given more credence than ridicule. (**Knowledge [the planes] or [religion] DC 32**)

Ancient tales refer to the Mother of Monsters, a gigantic, unnatural creature that birthed horrors that plagued the early worlds. The gods cast this awful thing into the space between the planes. With the world rid of her creatures, they were free to create the mortal races. Scholars have partially deciphered the runes that summarize this history. Most claim they herald the return of Ragnorra. (**DC 37**)

A vocal minority of planar scholars claim the runes tell not one tale, but many. Each rune has been written atop a previous one, incorporating the earlier rune in its form. The runes' gigantic size suggests that the story of Ragnorra has been told many times, rewritten each time she is to appear. Each of the prior tales ends in the extinguishing of mortal races on a world and the corruption of all its life. (**DC 42**)

Moving between the planes, Ragnorra appears about once every 1,500 years on the Material Plane. Her arrival takes the form of a fiery red comet. The astral runes are not a warning so much as a "signpost" that points out Ragnorra's path to the next world. (**DC 47**)

GOALS

Ragnorra is a twisted, irresistible force of creation. She exists to spawn life in her own terrible image. Legends tell of her spores raining down upon worlds to fester. The spores parasitize plants and animals, raising blisters that birth monsters, killing the hosts. Even inanimate objects sprout hideous creatures. Some unfortunate sentients infected by

spores become aberrant hybrids. (**Knowledge [the planes] or [religion] DC 32**)

Ragnorra is a vast intelligence, but not a conscious one. She operates on intuition, dreaming inexplicably deep plans. Destruction is not her purpose, but rather undoing the "errors" of the gods and reshaping all life according to her own vision. That this horrid new order is contradictory, destructive, and painful to her progeny does not matter to her. (**DC 37**)

Ragnorra is no longer content with merely seeding a world from above. She now prepares it by crashing herself into the earth with enough force to raise a vast crater. The collision hurls dust and debris into the air, altering the climate and weakening existing life. Pieces of Ragnorra's own body rain down from the sky, spreading her awful fecundity around the world. (**DC 42**)

A group of outsiders from several planes have formed a cult-like society, the Malshapers. Rather than fearing Ragnorra, they revere her power and guide her plans. They create a sort of trail through the multiverse, seeding it with life from a chosen world to lead the Mother of Monsters to her next target. Evidence of this trail manifests as runes in the Astral Plane. (**DC 47**)

RAGNORRA IN THE CAMPAIGN

Ragnorra's path is extraplanar, a twisted loop with one end anchored in the Positive Energy Plane It curves through the Astral Plane and intersects with the Ethereal Plane, the Material Plane, or the Plane of Shadow before returning to its starting point. Each loop takes approximately 500 years. Ragnorra was exiled long before the deities created the mortal races, so the elder evil has been a potential threat for as long as the campaign setting has existed. Her current path is taking her toward the PCs' world as the result of the Malshapers' actions to lead her there. This process can take anywhere from a few months to many years of game time, depending on the needs of the campaign.

Once Ragnorra emerges on the Material Plane, astrologers and astronomers quickly detect a fiery red comet where none had previously been recorded. The faint effect of her sign appears. Soon she is visible to the naked eye, dominating the night sky while the sign's effect strengthens. Ultimately, she crashes into the world, and the sign reaches its peak. At that point, the PCs have only a short time to deal with the threat.

Sometimes Ragnorra's target is another, nearby world. Her close passage leaves spores and corrupting influence in its wake, producing the effect of a moderate or strong sign, but does not culminate in a collision.

TIMELINE

Here is a campaign timeline to help you construct adventures around events that might occur as Ragnorra approaches, culminating in her catastrophic arrival.

EL 5: The Malshapers observe that Ragnorra is about to emerge from the Positive Energy Plane. They have chosen the campaign world as her destination and set in motion a plan to lead her there. Irthicax Vane (see page 101) recruits minions for a gruesome "scavenger hunt" to gather living organisms, including members of sentient races, to entice Ragnorra along the chosen course. Their activities come to light through kidnappings, the purloining of rare herbal specimens, or the disappearance of prized livestock.

SIGN: TWISTED LIFE

This sign manifests as a surge of corrupt positive energy that resculpts life on an entire world.

Faint: All spells and effects that use positive energy are cast at +1 caster level, conjuration (healing) spells are cast at +2 caster level, and turn undead attempts are treated as though they were made by a cleric of 1 level higher.

Moderate: As faint, but in addition, warts and blemishes appear on living targets of conjuration (healing) spells. These unsightly growths impose a –2 penalty on Charisma-based checks. Once per day, an affected creature can attempt a DC 15 Fortitude or Will saving throw; success removes the blemishes.

Spores fall to earth, taking root in rock, roofs, and living creatures. Treat this effect as a disease (contact, incubation period 1 day, damage 1d4 Con, DC 15), but three successful saving throws are required to throw off the infection instead of two (*DMG* 292). The spores create pustules that grow as the disease progresses, bursting when the infected creature's Con is reduced to 0. The creature's death releases one swarm of mundane pests (such as bats, rats, spiders, or locusts) per 5 Hit Dice of the infected creature (minimum one swarm).

Strong: As moderate, but the DC of saving throws to resist the spores or to remove blemishes increases to 20. Conjuration (healing) spells and other spells using positive energy are impeded, meaning that a caster must succeed on a Spellcraft check (DC 20 + the level of the spell) or lose the spell or spell slot without effect.

The surge of positive energy repairs flesh. Once per day, an injured living creature regains 2d8+10 hit points, as if by an empowered *cure moderate wounds* spell (caster level 20th). Undamaged living creatures gain temporary hit points instead. The temporary hit points last for up to 24 hours.

This unnatural growth twists living, corporeal creatures. Once per day, an affected creature can attempt a DC 20 Fortitude or Will save to resist the effect. (Creatures that have spell resistance can choose not to drop it, but they still have the option to make a saving throw if the sign's effect overcomes their resistance.) If the save fails, 1 Hit Die of the creature becomes corrupted; this corruption can be removed only with a *remove curse* spell or effect (cleansing all affected Hit Dice). As long as at least 1 Hit Die is corrupted, the creature takes a –2 penalty on Charisma-based checks. When all the creature's Hit Dice are corrupted, it transforms into a ghastly aberration. It gains darkvision out to 60 feet, its Constitution score increases by 2, and its Charisma score is reduced by 4; all other characteristics of the creature remain unchanged.

Overwhelming: As strong, but the DC of saving throws to resist the spores, to remove blemishes, or to avoid corruption increases to 25. Dead creatures rise a number of days after death equal to their Hit Dice, becoming aberrations as described above.

The overwhelming aura of positive energy is anathema to undead. Once per day, exposed undead are affected as if by a greater turn undead attempt (as the Sun domain granted power, *PH* 188) by a cleric whose level is equal to one-half the elder evil's Hit Dice; use the Charisma modifier of the elder evil. Undead can avoid this effect by remaining underground (minimum 15 feet depth) or within a stone or metallic vault whose walls are at least 15 feet thick, provided all entrances to the chamber are sealed.

EL 10 (Faint Sign): Stories abound of healing springs and mysterious adepts who control them. Throngs of people flock to the springs to be cured. The PCs are asked to investigate, perhaps by concerned authorities suspecting chicanery, or by a church or healing organization afraid of competition.

Upon arrival, the PCs quickly discover that the waters do seem to have a curative effect, but the springs are plagued by bizarre aberrations. The "adepts" at the healing springs are in fact agents of the Malshapers. They watch the PCs and notify Irthicax Vane about their activities and effectiveness.

EL 15 (Moderate Sign): Reports of "ghosts" circulate in small cities. These mysterious entities seem to be doing no harm, but weird events occur soon after their appearance. Strange rain falls for several days, often from a cloudless sky. Doors swell and burst with rats, roofs spawn spiders, and bats erupt from the sides of temples. The visitors are Malshaper observers who report the PCs' investigations to Irthicax Vane. He warns his colleagues, who signal him to take action.

At the same time, powerful undead appear in the cities and destroy the swarms in an odd frenzy. If the PCs parley with intelligent undead, they learn that the sudden swarms are a sign of a corrupt form of positive energy.

Sages might ask the PCs to be on the lookout for legends about the appearance of a red comet—a distant, heretofore unknown specimen has appeared in the night sky.



Ragnorra has arrived to remake the world in her image

Illus. by Daarken

EL 17 (Strong Sign): The fiery comet is now easily visible at night and can even be discerned during daylight. The undead are leaving the cities for unknown destinations. Civil authorities want the PCs to monitor this exodus and learn if the creatures are preparing for a major assault.

Meanwhile, Irthicax Vane makes his first move against the PCs, sending Malshaper agents against them while they are on this spying mission. The agents (typically 4th-level rogues and bards) are no match for the PCs, though their numbers increase with every attack. They are disturbingly disfigured, with distended jaws, prominent or horned brows, protruding teeth, or extra tongues. After each attack, more of the strange rain falls. Greater swarms appear, along with ravaged corpses, some seemingly fallen from a great height.

After the last attack, the rains begin again. Then, an object falls from the sky, forming a small crater nearby. Malshaper corpses twitch with life, becoming aberrations that slither to the crater's edge. A few moments thereafter, an impossible horror emerges—an aboleth mage (*MM* 9), which has enslaved the risen Malshapers to serve as its "legs." This variant aberration is capable of breathing air as well as water.

EL 20 (Overwhelming Sign): Ragnorra, blazing with a miles-long tail of corrupted essence, slams into the world. Most of her body is consumed in the impact, which creates a superheated crater 30 miles in diameter. The explosion can be heard a thousand miles away, and the tremors are strong enough to knock down buildings a hundred miles distant.

The force and heat of the collision spews pulverized earth into the atmosphere. This material, along with spores, ash, and fragments of Ragnorra's body, forms a towering plume visible across the continent. A twilight pall settles over the world, and a deadly, corrupting residue constantly drifts down. Larger fragments of the elder evil's body spontaneously generate aberrations, some quite powerful.

The surge of twisted life energy corrupts and kills the living, then raises them as aberrations again and again. Creatures that have Intelligence scores of 6 or higher become

MALSHAPERS

Ragnorra has twisted life not just on the Material Plane, but also on the Ethereal Plane and Plane of Shadow. A handful of refugees from her prior ravages on these planes formed the Malshapers, a cultlike group dedicated to helping the Mother of Monsters perform her grotesque art. These fanatics believe they have a duty to guide Ragnorra to every suitable world. Scholars note, though, that they never target worlds on their home planes.

The Malshapers watch the Astral Plane for signs of Ragnorra's ascent. Once they detect movement, they scout out a suitable location. They strew samples of native life along her likely path, then redraw the astral runes to lure Ragnorra to the target world.

Fleshwarpers (*Lords of Madness* 189) are common among the Malshapers, as are psions uncarnate (*EPH* 149) and other students of shunned arts that warp body and soul.

progeny of Ragnorra (see page 100). The heart of the crater fills with corrupt life as the Mother of Monsters regrows her form, strengthening daily. The PCs must strike while she is still vulnerable.

RAGNORRA IN EBERRON

Even the most ancient records of Ragnorra cannot agree on whether she was cast from the world during the Age of Dragons or the Age of Demons. Religious lore and astronomical evidence suggest that Ragnorra has made two passes over Eberron already, with a light seeding of spores during the Age of Giants and a heavier seeding during the Age of Monsters. A few scholars even speculate that warforged sentience resulted from Cannith experimentation with dormant spores recovered from Xen'drik.

Ragnorra's likely landing site is an isolated region of Khorvaire that teems with life, such as the Eldeen Reaches. The collision would create a firestorm engulfing thousands of square miles of forest.

RAGNORRA IN FAERÛN

Sages who specialize in extraplanar affairs have heard of Ragnorra, and records tell of her oscillating path between the planes. Tales recall a time of nothingness before the misty realm coalesced and pushed aside something older than creation and not of the gods: Ragnorra. Most who have heard the legends believe she has never touched Faerûn since then.

Ragnorra would likely fall into the Marsh of Chelimber in the Western Heartlands. The collision would eject much of the area's moisture into the upper reaches of the sky, later to precipitate across the world as a mix of noxious rain and spores.

RAGNORRA

As Ragnorra travels between the planes, she is a bloated mass of corrupt positive energy made flesh. More than a mile in diameter, trailing a cloud of proto-living matter over 200 miles long, the Mother of Monsters first appears near her destination world as a fiery comet. Her collision nearly obliterates her body, raining down fragments of herself. These seeds corrupt life around the impact crater to form a membrane, an extended aberration known as the worldskin (see page 102). For a short time after her arrival, this monstrosity exists only within the crater, but it will soon spread to encompass the entire world and recreate it in Ragnorra's form.

After impact, Ragnorra is but a fragment of her former self. She begins her regrowth as something resembling a great worm but soon transforms into something more to her liking. Jellylike appendages droop at odd angles from a central, amoeboid mass. Her skin ripples, blisters, and bursts, spreading a stinking goo, but always regrows, becoming a bit larger each time. Her form is always growing, always changing. One feature remains constant: Translucent flesh in her midsection reveals organs, blood vessels, and sinew arranged to depict a gigantic, dreaming face.

By the time the world has been transformed into her idea of perfection, Ragnorra is restored to her original size. Her performance complete, she detaches from the surface, continuing on her path toward a new world to "correct."

RAGNORRA **CR 19**

hp 576 (48 HD); fast healing 20; **DR** 15/epic

NE Gargantuan aberration (extraplanar)
Init +1; **Senses** blindsight 500 ft., true seeing; Listen +56, Spot +56
Aura corrupt positive energy (30 ft.)
Languages telepathy 1,000 ft., tongues

AC 36, touch 7, flat-footed 35
Immune anathematic secrecy (malefic property), impervious to the divine (malefic property), death effects, fire, gaze attacks, poison; elder evil immunities (page 6)
Resist acid 20, cold 20, electricity 20; **SR** 34
Fort +26, **Ref** +23, **Will** +31

Speed 20 ft. (4 squares)
Melee slam +45 (3d8+19 plus 1 vile)
Space 20 ft.; **Reach** 20 ft.
Base Atk +36; **Grp** +61
Atk Options Automatic Still Spell, Awesome Blow, Improved Bull Rush, Improved Overrun, Power Attack, Quicken Spell-Like Ability (*regenerate worldskin*), Quicken Spell-Like Ability (*skincasting*), Widen Supernatural Ability (positive energy aura)
Special Actions trample 4d6+19 (DC 47)
Spell-Like Abilities (CL 24th):
At will—*regenerate worldskin* 50, *skincasting*

Abilities Str 36, Dex 13, Con 19, Int 26, Wis 21, Cha 26
SQ nondetection, sign (twisted life), spell to spore
Feats Awesome Blow, Epic Fortitude[ELH], Epic Leadership[ELH], Epic Reflexes[ELH], Great Fortitude, Improved Bull Rush, Improved Overrun, Leadership, Lightning Reflexes, Positive Energy Aura[ELH], Power Attack, Quicken Spell-Like Ability (*regenerate worldskin*), Quicken Spell-Like Ability (*skincasting*), Vile Natural Attack (slam), Widen Supernatural Ability[ToM] (positive energy aura) (3)
Skills Concentration +55, Intimidate +59, Knowledge (arcana) +59, Knowledge (nature) +59, Knowledge (the planes) +59, Knowledge (religion) +59, Listen +56*, Spellcraft +65, Spot +56*, Survival +56 (+62 aboveground and on other planes)
*Ragnorra has a +15 bonus on Listen and Spot checks to detect creatures in the neurotangle (see page 102).

True Seeing (Su) As the true seeing spell; continuous; caster level 20th.

Corrupt Positive Energy Aura (Su) All undead creatures within 15 feet of Ragnorra are automatically affected by a turn undead attempt (CL 14th). Undead with 4 or fewer HD are automatically destroyed. Three times per day as an immediate action, she can widen this aura to a radius of 30 feet for 1 round.

Ragnorra's corruption infuses this aura. Any creature that dies within its range rises as an aberration or progeny of Ragnorra as described on page 100.

Tongues (Su) As the tongues spell; continuous; caster level 20th.

Impervious to the Divine (Su) Ragnorra is immune to all divine spells, spell-like effects, and supernatural abilities.

Trample (Ex) Ragnorra simply rolls over anything in her way, even her own spawn. A creature that does not make an attack of opportunity against her can attempt a DC 47 Reflex save to take half damage.

Regenerate Worldskin (Sp) As a standard action, Ragnorra can initiate regeneration in any worldskin feature (see page 102). This ability has unlimited range. The growth regains 50 hit points per round. See individual feature descriptions for limitations on regeneration.

Skincasting (Sp) As a standard action, Ragnorra can activate the ability of any worldskin feature (see page 102) within 1,000 feet.

Anathematic Secrecy (Su) Ragnorra is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

Spell to Spore (Su) Whenever Ragnorra's spell resistance allows her to resist a spell, she has a chance to capture its magical energy. The caster of the spell must attempt a DC 26 caster level check. If this check fails, Ragnorra stores the captured spell's energy and can use it to grow a new feature of the worldskin or regenerate an existing one.

The energy of each captured spell level contributes 5 hit points toward growing a new worldskin feature. For example, accumulating six levels' worth of spells would allow Ragnorra to grow a vaporous abscess (30 hp) immediately or save up the magical energy to produce larger growths. Captured spell energy must be expended within 1 hour, or it fades away with no effect.

THE TRUE MOTHER

When Ragnorra has restored herself sufficiently, or when she comes under attack, she sheds her current form and merges with the neurotangle (page 102). In her True Mother form, Ragnorra is impossible to attack directly and gains new abilities. However, she is also weakened in some ways and is vulnerable to attacks that target her connection with the world. See encounter 7–3 (page 110) for details.

The following stat block lists only changes to Ragnorra once she has assumed her True Mother form.

Ragnorra, True Mother — CR 19

hp 200 (60 HD)*

*Assuming Ragnorra has taken damage earlier in the encounter. Otherwise, she has regenerated to 1,000 hp.

AC variable (True Mother chord)
Fort +30, **Ref** +25, **Will** +37
Weakness True Mother chord (see text)

Speed 0 ft.
Melee 2 slams +41 each (3d8+12 plus 1 vile)
Space see text; **Reach** see text
Base Atk +45; **Grp** +69
Atk Options Automatic Still Spell, Awesome Blow, Enlarge Supernatural Ability (bolt of corruption), Improved Bull Rush, Improved Overrun, Power Attack, Quicken Spell-Like Ability (*regenerate worldskin*), Quicken Spell-Like Ability (*skincasting*), Still Spell, Widen Supernatural Ability (positive energy aura)
Special Actions bolt of corruption
Spell-Like Abilities (CL 30th):
At will—*regenerate worldskin* 50, *skincasting*

Abilities Str 26, Dex 13, Con 23, Int 26, Wis 21, Cha 26
Feats Automatic Still Spell[ELH], Awesome Blow, Enlarge Supernatural Ability[ToM] (bolt of corruption), Epic Fortitude[ELH], Epic Leadership[ELH], Epic Reflexes[ELH], Great Fortitude, Improved Bull Rush, Improved Overrun, Improved Sunder, Leadership, Lightning Reflexes, Positive Energy Aura[ELH], Power Attack, Quicken Spell-Like Ability (*regenerate worldskin*), Quicken Spell-Like Ability (*skincasting*), Still Spell, Vile Natural Attack (slam), Widen Supernatural Ability[ToM] (positive energy aura) (3)
Skills Concentration +69, Intimidate +71, Knowledge (arcana) +71, Knowledge (nature) +71, Knowledge (the planes) +71, Knowledge (religion) +71, Listen +68 (+83 in the neurotangle), Spellcraft +77, Spot +68 (+83 in the neurotangle), Survival +68 (+74 aboveground or on other planes)

Corrupt Positive Energy Aura (Su) As Ragnorra, except all undead creatures within 15 feet of the neurotangle's surface are automatically affected by a turn undead attempt (CL 20th). Undead that have 10 or fewer HD are automatically destroyed.

Impervious to the Divine (Su) As Ragnorra.

Space/Reach (Ex) When merged with the neurotangle, Ragnorra is as big as the crater itself. She can form a pseudopod to attack any creature within the heart of the crater (see page 102).

True Mother Chord (Ex) Ragnorra's consciousness has bonded with the neurotangle, and she cannot be attacked directly. However, the True Mother chord links her life energy to the worldskin and is vulnerable to attack. See encounter 7–3 (page 110) for more information.

Bolt of Corruption (Su) Once per round as a standard action, Ragnorra can fire a bolt of corrupt positive energy in a line 90 feet long. Creatures in the bolt's path can attempt a DC 36 Reflex save to avoid it. Each round thereafter for 18 rounds, the affected creature can attempt a DC 36 Fortitude save to end the effect.

PROGENY OF RAGNORRA

Sentient beings corrupted or raised by Ragnorra's overpowering sign become aberrations known as progeny of Ragnorra.

"Progeny of Ragnorra" is an acquired template that can be added to any living, corporeal creature that has an Intelligence score of 6 or higher.

A progeny of Ragnorra uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to aberration. Do not recalculate the creature's Hit Dice, base attack bonus, or saves. Size is unchanged.

Special Attacks: Progeny gain Ragnorra's *skincasting* and *regenerate worldskin* special abilities (caster level equals Hit Dice). See Ragnorra's statistics for details.

Special Qualities: A progeny of Ragnorra has all the special qualities of the base creature, plus darkvision out to 60 feet. If the base creature already has darkvision, its range does not change.

A progeny of Ragnorra is unable to act against Ragnorra's wishes. The elder evil establishes a telepathic link with the mind of her children, much like that of a *dominate monster* spell. This link is permanent and can be broken only by defeating Ragnorra.

Ragnorra always takes action to prevent attacks upon herself, the True Mother chord (see above), or spawning spores (page 103) but otherwise leaves progeny to their own devices. Whenever a progeny takes an action against her wishes, the elder evil can override it with a command of her own as an immediate action. A progeny can attempt to resist this control with a DC 39 Will save; a successful save allows it to act freely for 1 round.

Abilities: Adjust the base creature's abilities as follows: Con +2, Cha –4.

Challenge Rating: As base creature +2.

The bolt corrupts the life force of living creatures, affecting them as if by an empowered *cure moderate wounds* spell (CL 20th). Undamaged creatures gain temporary hit points instead; these temporary hit points last for up to 24 hours. Each round, the target creature gains 2d8+10 temporary hit points or heals 2d8+10 points of damage until it successfully saves or the effect ends. Undead creatures instead take 2d8+10 points of damage per round.

The initial strike corrupts 2 Hit Dice of an affected living creature, with 2 more Hit Dice corrupted in each subsequent round. The effects of multiple bolts of corruption are cumulative, but a single successful save ends all effects.

When all a creature's Hit Dice have been corrupted, it immediately transforms into an aberration as described under twisted life (page 98). Sentient creatures become progeny of Ragnorra.

Nondetection (Su) As Ragnorra.
Spell to Spore (Su) As Ragnorra.
Skincasting (Sp) As Ragnorra.
Anathematic Secrecy (Su) As Ragnorra.

IRTHICAX VANE

"Fear engulfs the mind, enflames the body. Great deeds are accomplished through it. To tire of fear is to tire of life."
—Irthicax Vane

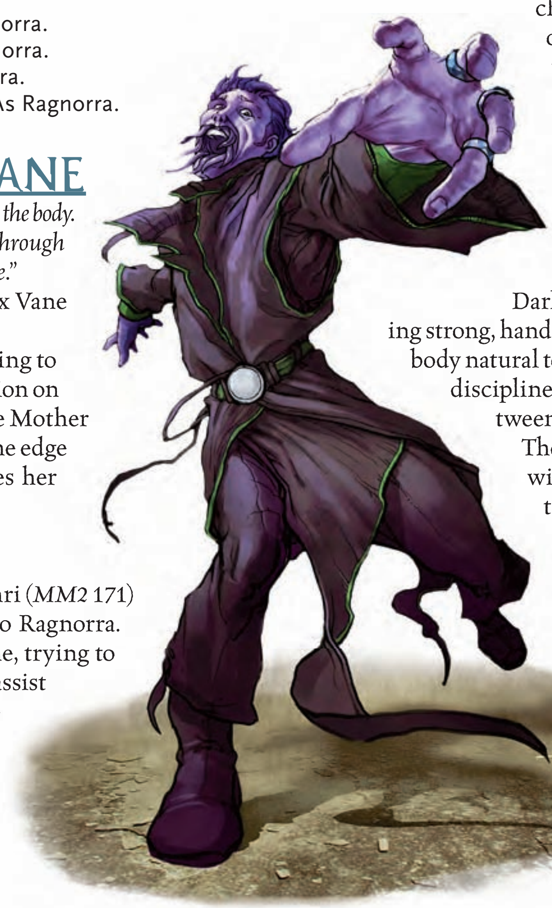
Irthicax Vane lost everything to Ragnorra. Years of meditation on the horror and chaos of the Mother of Monsters drove him to the edge of madness. Now he serves her horrible destiny.

GOALS

Irthicax Vane was a zenythri (*MM2* 171) whose world succumbed to Ragnorra. He stayed behind for a time, trying to aid pockets of resisters or assist stragglers to planar portals. Through his ascetic training, he frequently meditated in hiding between missions, struggling to understand the pure evil that Ragnorra represented.

Ragnorra's corruption eventually broke Vane's mind, which has interpreted the horror in the form of a deep revelation. Ragnorra is hideous to behold, but she is awesome and, in her own way, perfect. And is not perfection a higher goal than mere beauty?

Vane finally fled his ruined world and joined the Malshapers. He took up residence on the Plane of Shadow, unconsciously seeking a place whose physical nature mirrored his murky morality. He now sows the seeds of another world's destruction in a painful quest for perfection.



Irthicax Vane could not save his own world; now he leads Ragnorra to others

USING IRTHICAX VANE

Irthicax Vane is a tortured soul who has given up his core zenythri values of perfection, law, and beauty. In their place he has erected a complex set of rules and rationalizations to let him live with a universe that would allow such a horrible creature as Ragnorra, and live with himself for failing to stop her. This construction is rickety, though, and it could collapse with the slightest nudge. Thus, he can serve several functions as a story element in the campaign.

On the one hand, Vane is the agent of evil leading the Malshapers' effort to guide Ragnorra to the campaign world. He works behind the scenes, a rumored menace, secretly pulling strings until the PCs finally confront and defeat him on the path to vanquishing Ragnorra.

Vane is also a failed hero, someone who could have deep sympathy for the plight of the PCs. Characters might see Vane as a villain to be redeemed. If they try to contact him, he hesitates at first: He wants to believe they have a chance, but has horrific first-hand knowledge of how slim their chances are. The PCs need to convince Vane that his instincts have always been correct; Ragnorra might be an epitome, but of corruption—never perfection. Even as a shaky ally, Irthicax Vane can provide detailed information about the practices and powers of this elder evil.

DESCRIPTION

Dark, curly hair falls perfectly into place, framing strong, handsome features of deep amethyst. The chiseled body natural to a zenythri has been further tautened by the disciplined life of a monk. The clearest difference between Irthicax Vane and other zenythri is his face. The serenity typical of his kin has been replaced with sorrow and anxiety, and his expression betrays the measured calmness of his words. In a mad attempt to reflect Ragnorra's twisted beauty in himself, he severed his lips and replaced them with flukelike creatures, whose wriggling does not always match the words he speaks.

Vane dresses simply in the robes of his order, set with two gems as ornamentation, and wears three rings. One is a crystalline band, *Gutterang*, that sparkles with inner light.

IRTHICAX VANE **CR 18**
hp 131 (17 HD)

Male zenythri monk 17
LE Medium outsider (extraplanar)
Init +5; **Senses** darkvision 120 ft. (*Gutterang*); Listen +17, Spot +17
Languages tongue of the sun and moon (all)

AC 28, touch 28, flat-footed 25; Dodge, Mobility, Spring Attack
Immune disease, poison
Resist electricity 5, fire 5, sonic 5, improved evasion; **SR** 27
Fort +13, **Ref** +13, **Will** +17 (+19 against enchantments); +8 against divine spells

Speed 80 ft. (16 squares)
Melee unarmed strike +14/+9/+4 (2d10+2 plus 1 vile) or
Melee unarmed strike +14/+14/+14/+9/+4 (2d8+2 plus 1 vile) with flurry of blows
Base Atk +12; **Grp** +14

Illus. by F. Tsai

Atk Options Combat Reflexes, Improved Bull Rush, Improved Disarm, Power Attack, Stunning Fist 18/day (DC 25), flurry of blows, *ki* strike (adamantine, lawful, magic)
Special Actions abundant step 1/day (as *dimension door,* CL 8th), quivering palm 1/week (DC 25), wholeness of body (heal 34/day)
Spell-Like Abilities (CL 17th):
1/day—*true strike*
Combat Gear *Gutterang, ring of Locari's mouth* (*ventriloquism* at will, 65-ft. range; DC 14), *ring of regeneration*

Abilities Str 14, Dex 16, Con 16, Int 12, Wis 24, Cha 8
SQ slow fall 80 ft., timeless body
Feats Apostate[B], Combat Reflexes[B], Deformity (face)[B], Dodge, Improved Bull Rush, Improved Disarm[B], Improved Unarmed Strike[B], Lightning Reflexes, Mobility, Power Attack, Spring Attack, Stunning Fist[B], Vile *Ki* Strike[B], Willing Deformity[B]
Skills Balance +27, Climb +12, Diplomacy +9 (+11 against evil creatures), Hide +13, Intimidate +4, Jump +34, Listen +17, Move Silently +13, Spot +17, Survival +9, Tumble +25
Possessions combat gear plus *monk's belt*

THE HEART OF THE CRATER

The tactical encounters in this chapter occur after Ragnorra has plummeted to earth in the campaign world. At the center of a 30-mile-wide pit of scalded wasteland lie her remains. The heart of the crater is shattered by cracks and fissures, and walls of obsidian have been thrown up by the impact.

Corrupted life is already teeming here, impossibly springing from the seared rock. This is the sign of things to come: Ragnorra's new world order.

KEY FEATURES

Ragnorra has started the process of regrowth, during which she will increase from her current Gargantuan fragment to a monstrosity a mile or more across.

The Neurotangle

The visible evidence of Ragnorra's growth is the neurotangle, a thick canopy of twisted, thorny fibers blanketing the crater. This network extends Ragnorra's senses and grows thicker as she regains her strength.

The neurotangle canopy forms a dome rising about 80 feet above the crater. It is at least 30 feet thick, extending to the floor in many places, and it spreads out past the crater edges in a thin mat. At the heart of the crater, it forms a ceiling resting on the obsidian walls caused by Ragnorra's impact. An eerie twilight fills the space beneath the canopy, whose matted fibers block many of the sun's rays. Treat this condition as shadowy illumination (*PH* 164).

The Worldskin

Ragnorra is corrupting the essence of the world's life. All living things eventually become connected to her through a massive network known as the worldskin. Pulsing veins run through the earth, branching neural fibers lace the skies, and gelatinous tendrils arc through the oceans. Cysts, abscesses, spores and tumors dot this foul growth, extensions of the elder evil's power that create a variety of magical effects.

Because Ragnorra smashed into the world only recently, the skin has not spread very far yet. The membrane stretches across the crater floor, and the elder evil can activate any feature on its surface if she feels threatened. The PCs must contend with its many hazards in addition to Ragnorra, who lurks at its heart. She is unlikely to take notice of them unless they enter her lair (see encounter 7–3). However, her guardian progeny can also activate the skin's features and regenerate them for repeated use.

The features of the worldskin cover its surface thickly; the encounter maps show specific growths. Unless otherwise specified, all effects produced by the worldskin are spell-like abilities and use the effective caster level of the activating creature. They require a standard action to activate.

Bioenergy Cyst: Hard, mineral-laced mounds jut from the surface, thrumming with energy. On activation, a cyst generates a line of lightning between itself and another cyst within 100 feet, dealing 10d6 points of electricity damage. A successful Reflex save halves the damage (DC 13 + activating creature's Cha or Int modifier, whichever is higher).

Alternatively, a single cyst can be activated to create a *fire seeds* effect as the spell (four grenades, 5d6 fire damage each;

GUTTERANG

Price: Minor artifact
Body Slot: Ring
Caster Level: 20th
Aura: Strong; (DC 25) abjuration
Activation: See text
Weight: —

This glittering crystal band is much wider than a typical ring. Its substance seems unearthly.

Gutterang was once an elemental weird (*MM2* 90) that resided on Irthicax Vane's lost homeworld. Through intricate ritual and arcane craft, it was bound in a crystalline ring to be Vane's constant guide, freed from the limitation of its elemental pool. However, it was greatly weakened by the process and is no longer able to survive outside its glittering prison.

Now *Gutterang* attempts to keep Irthicax Vane alive and uncorrupted by the touch of Ragnorra. It tries to preserve a link to his lost world by reminding the monk of his honorable past. The artifact believes that reclaiming their world from Ragnorra's corruption is still possible, with Vane as the catalyst. Though such a hope seems impossible, the former weird's powers of healing and guidance offer at least a chance.

Gutterang is an intelligent *ring of protection +5* that has the following special abilities.

Alignment LG.
Int 10, **Wis** 17, **Cha** 17; Speech, telepathy; 120-ft. darkvision and hearing.
Ego 17.
Lesser Powers *cure moderate wounds* 3/day, *deathwatch* at will, 10 ranks in Diplomacy.
Greater Power *haste* 3/day.
Prerequisites: Minor artifact.
Cost to Create: Minor artifact.

CL 20th); a Reflex save halves the damage (DC 16 + activating creature's Cha or Int modifier, whichever is higher). Using this ability deactivates the cyst, which must be regenerated to full hit points before either ability can be used again.

A bioenergy cyst is Medium, about 6 feet tall and filling a 5-foot square, and provides cover. It has 50 hit points and hardness 5. Cold and acid attacks deal normal damage.

Healing Spore: This fleshy lump heals injuries to creatures in contact with the worldskin. On activation, it restores hit points to an adjacent living creature as a *heal* spell (*PH* 239); the maximum amount healed is 225 points if Ragnorra triggers the spore. Using this ability deactivates the spore, which must be regenerated before it can be used again. Unlike the *heal* spell, this effect can grant hit points in excess of the creature's normal maximum. A creature whose temporary hit points equal or exceed its normal maximum is corrupted and becomes an aberration as described in the twisted life sign (page 97). This healing can be resisted with a successful Fortitude or Will save (DC 16 + activating creature's Cha or Int modifier, whichever is higher).

A healing spore has 50 hit points and fills a 10-foot square. It provides soft cover (*PH* 151). Cold and electricity attacks deal normal damage to it, preventing regeneration.

Spawning Spore: This mass of tissue, when activated, spontaneously births an aberration to serve Ragnorra or her minions. The new creature appears in a space adjacent to the spore. Using this ability deactivates the spore, which must be regenerated before it can be used again.

The creature spawned depends on the effective caster level of the creature activating the spore, as set out in the following table. If a result calls for a creature from a source you don't have, substitute an equivalent aberration or group of aberrations from another source.

Caster Level	Creature Spawned
1st–5th	6 aberrant vermin swarms[1]
6th–8th	1 otyugh (*MM* 204)
9th–10th	3 otyughs
11th–12th	1 avolakia (*MM2* 28)
13th–15th	1 truly horrid umber hulk (*MM* 249)
16th–20th	1 blistered soul[2]
21st or higher	2 blistered souls[2]

1 Treat as *insect plague* (*PH* 244), but change the creature type to aberration.

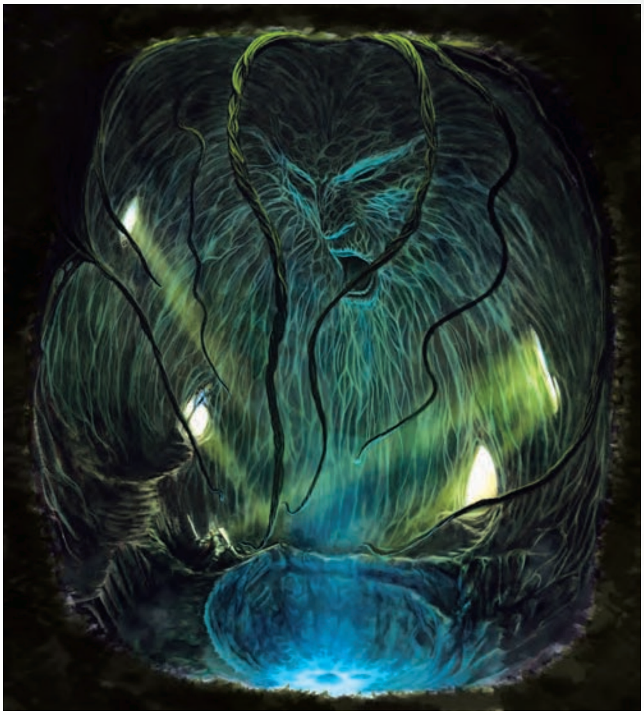
2 This creature's statistics block appears on page 106.

Regenerating a spawning spore temporarily links it with the life force of the controller. Dealing at least 75 points of damage to a spore within 3 rounds of regeneration (even if it has been since been activated) deals an equal amount of lethal damage to the creature that regenerated it.

A spawning spore has 75 hit points and fills a 10-foot square. It provides soft cover. No form of damage overcomes its regeneration.

Tentacular Boil: Dark, swollen pustules bubble from the worldskin, and squirming growths wriggle within. On activation, a tentacular boil produces an *Evard's black tentacles* effect as the spell (*PH* 228). Using this ability deactivates the boil, which must be regenerated before it can be used again.

A tentacular boil has 50 hit points and fills a 10-foot square. It provides soft cover. Fire and acid attacks deal normal damage to it, preventing regeneration.



When Ragnorra is ready to complete her work, she assumes the form of the True Mother

Illus. by M. Phillippi

Vaporous Abscess: This pus-filled lesion releases an *acid fog* effect as the spell when activated (*PH* 196). It automatically regenerates 2 rounds after activation.

A vaporous abscess has 30 hit points and fills a 5-foot square. It provides no cover but does count as difficult terrain (*PH* 148). Fire and electricity attacks deal normal damage to it, preventing regeneration.

Obsidian Walls

These glassy walls stretch from the ground to the neurotangle. Their smooth surface is difficult to scale (Climb DC 25).

Random Encounters

In addition to the aberrations created by Ragnorra, monstrous beings are strangely attracted to her corrupt energy. For every 10 minutes characters spend in the heart of the crater, they have a 20% chance of encountering wandering monsters. If a random encounter occurs, roll d% and consult the table below. If a result calls for a creature from a source you don't have, substitute an equivalent monster from another source.

Crater Wandering Monsters

d%	Encounter	Average EL	Source
01–18	1 julajimus	12	*MM2* 133
19–30	1d3 ropers	13	*MM* 215
31–43	2 troll hunters	13	*MM* 247
44–54	1 truly horrid umber hulk	14	*MM* 249
55–57	1d12 avolakias	15	MM2 28
58–74	1 great fihyr	15	*MM2* 101
75–85	2d6 leechwalkers	15	*MM2* 135
86–89	1 aboleth mage	17	*MM2* 8
90–100	1 mind flayer sorcerer	17	*MM* 187

ENCOUNTER AREAS

In addition to the above hazards, Ragnorra's crater challenges explorers with unnatural terrain and bizarre creations.

A. Geyser Cave

The cave is hissing with live steam erupting from a pool covering the cave floor. The pool's water has been superheated by the living lava in area B. The steam subjects creatures within to extreme heat, dealing 1d6 points of damage per minute with no save, in addition to other effects (*DMG* 303).

The scorched rock is charged with elemental power, which acts as a barrier against the corrupt positive energy of the crater and repels the crater's twisted denizens. The chance of a random encounter drops to 5% while the PCs remain within the cave. If the PCs defeat the living lava, the cave cools to habitable temperatures and forms a useful shelter. The pool is charged with life-giving energy; a living creature heals 1d6 points of damage per minute of immersion.

B. Living Lava (EL 11)

Ragnorra's energy animated a pool of lava to create a Huge elemental creature, which now resides within this cave. Treat this being as an elder fire elemental (*MM* 99), although it has the weight of an elder earth elemental. Each round it spends away from its cave cools and slows it, reducing its speed by 5 feet. For every 10 points of cold or water damage dealt to it, the living lava's speed drops by an additional 5 feet. If its speed falls to zero, the life force animating it disperses, and the living lava collapses into a pile of rock.

C. Mage Garden

This preternaturally still area is not a true garden but a confusion of luxuriant plant growth (treat it as light forest terrain). Odd, bulbous fruit grows from the tangle of strange-looking trees. A successful DC 22 Search check reveals that many of the plants are transformed creatures, including mind flayers and at least one aboleth.

Consuming a fruit from this garden can restore an arcane spell slot of 8th level or lower, but at great risk. Anyone eating the fruit must attempt a caster level check (DC 20 + spell level). Failing this check leaves the spell slot expended and also exposes the eater to the corrupt life energy of the garden, requiring a DC 25 Fortitude or Will save. An eater who fails this saving throw is immediately transformed into an immobile plant that reflects that creature's form. Like a spell of the polymorph subschool (*PH2* 95), this effect replaces the creature's normal game statistics with that of the new form. The creature's Strength and Dexterity scores drop to 0, and its Intelligence becomes 1. Its Hit Dice and other ability scores remain the same.

A transformed creature can be returned to its normal form by a successful *dispel magic* (caster level check DC 25) cast no more than 3 rounds after the transformation. If the effect is not dispelled within that time, nothing short of a *miracle* or *wish* can restore the unfortunate being.

D. Breathing Tube

Regenerating Ragnorra's body requires an immense metabolic effort. To fuel this regrowth, she needs to breathe, so a respiratory system is the first part of her new form to appear. An 18-foot-wide tube has sprouted from the growing mass, connecting to what will eventually be lunglike structures. This pipe stretches across a wide crevasse that separates the Vile Home (see encounter 7–3) from the rest of the crater's heart. The neurotangle extends to its upper surface, making passage difficult and hazardous.

The breathing tube protrudes from the worldskin and allows relatively safe access to Ragnorra's lair. PCs can enter the pipe, though the inner surface is slippery and sensitive. A successful DC 15 Balance check allows a character to move at half speed. Failing this check by 5 or more causes the tube to reflexively twitch, pulling the tube opening inward and dumping the intruders into the crevasse below (area E). A successful DC 20 Reflex save allows a creature to brace itself against the tube walls and remain inside.

E. Eruptive Abscess

The churning, tearing, and regrowth of the Scramble (see area F) has torn a gash in the worldskin. An acidic suppuration bubbles from it, spilling into a deep fissure surrounding Ragnorra's lair. The acid-filled crevasse forms an effective moat, with only a patch of land to the east and the breathing tube (see area D) offering access.

Although its outflow is restrained by this natural channel, acid spurts from the abscess. Creatures 20 feet away from its edge or nearer take 8d4 points of acid damage (Reflex DC 22 half) for each round they remain within the area. Those more than 20 feet away but within 40 feet of the edge take 4d4 points of damage instead, and the save DC drops to 17.

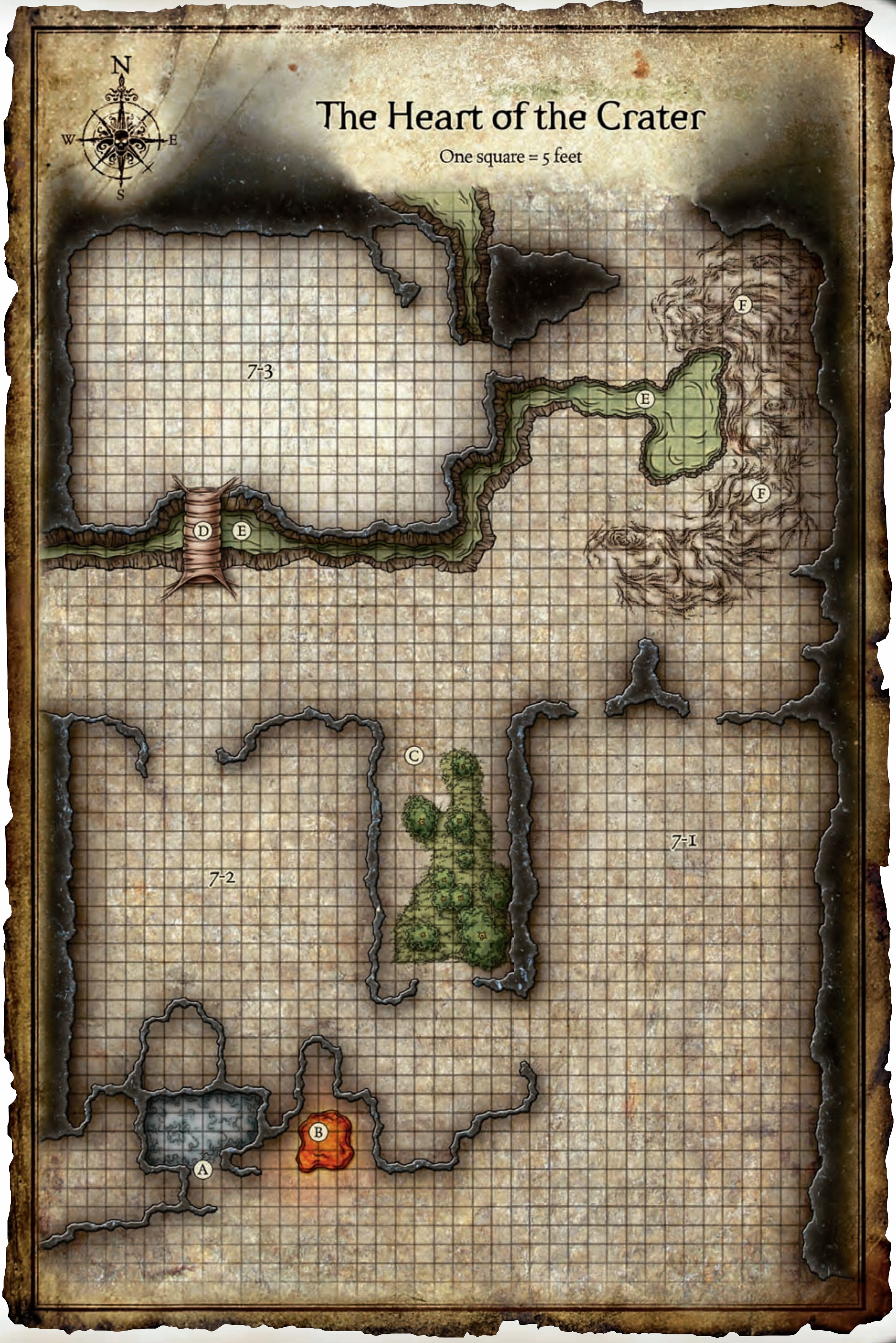
The crevasse has sheer walls that drop 50 feet, with acid filling it to a depth of 15 feet; it averages 5 feet across, but some areas are wider. Scaling the walls requires a DC 25 Climb check to move at one-quarter speed. A climbing creature is exposed to spray damage, depending on its distance from the acid's surface, as described above. A creature that falls into the acid takes 12d4 points of damage per round of immersion (no save). Treat the churning flow as stormy water (*DMG* 92); a DC 20 Swim check is needed to reach the nearest wall.

As a side effect of Ragnorra's corrupt positive energy, spawning bubbles continually form within the acidic brew. These spontaneously birth bestial aberrations such as carrion crawlers, chokers, gibbering mouthers, and the like. As soon as a bubble bursts, the spawn is immersed in the acid; most such creatures don't survive long.

F. The Scramble

This is the epicenter of the worldskin's explosive growth. Here the surface churns, cracks, oozes, is subsumed, and regenerates at a fast pace. Wrinkles the size of hills rise, fall, and shift. Great wounds open, spouting noxious liquids over the slopes, and quickly close again. Thus, travel across the Scramble is a difficult challenge.

PCs who attempt to cross the Scramble must first deal with its stink, which becomes apparent within 20 feet of its edge. Doing so requires a DC 27 Fortitude save; those who fail are sickened while within the area and for 1d4 rounds after leaving it. This condition imposes a –2 penalty on attack rolls and damage rolls, saving throws, and checks. The penalty is doubled for creatures that have the scent ability. A DC 18 Balance check is required in every round spent moving through the Scramble. If this check fails by 5 or more, the character stumbles and might be pitched into the acid-filled crevasse below (see area E). A successful DC 18 Reflex save allows a sliding character to arrest the descent.


N
W
E
S
The Heart of the Crater
One square = 5 feet
7-3
F
E
F
D
E
7-1
C
7-2
B
A

Skin Crawl

Encounter Level 17

SETUP

This area of the worldskin fills the fissures leading to Ragnorra's lair, forming a defensive perimeter. It is dotted with cysts, abscesses, and spores. Three blistered souls (B) also defend the area in the locations indicated on the map: One is visible in the center, and the other two are initially hidden from view behind ridges of writhing plant growth.

You can mark the various worldskin features with coins: Heads indicates a growth ready for use, and tails marks one that must be regenerated. Remove coins from features that are destroyed.

The players place their miniatures anywhere on the southern edge of the map.

When the players have finished arranging their miniatures, place the visible blistered soul and read:

The surface beneath your feet flinches at your step, sometimes pitching like a ship in heavy seas. Writhing, tangled plant growth forms thick ridges extending into this wide fissure. Open abscesses hiss and spit foul liquids. Ahead, a lone figure shrieks, warning you away from this swath of crawling skin. Its bones glow through its translucent flesh.

When a character moves more than 15 feet from the southern edge, place the second blistered soul in the southeast corner and read:

A second figure suddenly charges from behind some wild growth.

Blistered souls are horrible creations of Ragnorra's corrupt positive energy, at its most intense so close to her resting place. They resemble skinless humanoids with four arms and oversized, grasping claws. Their "bones" are actually glowing columns of positive energy, which animates their flesh and gives them life. The extreme energies cause tumors to erupt continually on their bodies. As a result, blistered souls are in constant pain.

3 Blistered Souls **CR 15**
hp 187 each (22 HD); **DR** 15/cold

NE Medium aberration
Init +4; **Senses** darkvision 300 ft.; Listen +20, Spot +20
Aura Abominable Form (shaken 4 rds., Will DC 21 negates)
Languages Common, Sylvan, Terran

AC 32, touch 14, flat-footed 28; Deflect Arrows
Immune ability damage or drain, acid, electricity, mind-affecting spells and abilities
Resist sonic 10; **SR** 24
Fort +11, **Ref** +11, **Will** +21

Speed 40 ft. (8 squares)
Melee 4 claws +24 each (2d6+7)
Ranged thrown tumor +20 (2d6+7), 20 ft. range increment
Space 5 ft.; **Reach** 5 ft.
Base Atk +16; **Grp** +24
Atk Options Combat Reflexes
Special Actions negate disease or poison (swift)
Spell-Like Abilities (CL 15th):
At will—*regenerate worldskin* 25, *revert to spore*, *skincasting*

Abilities Str 25, Dex 18, Con 18, Int 20, Wis 27, Cha 17
Feats Abominable Form, Combat Reflexes, Deflect Arrows, Deformity (parasite), Improved Natural Attack (claw), Multiattack, Weapon Focus (claw). Willing Deformity
Skills Balance +30, Concentration +29, Escape Artist +29, Hide +29, Intimidate +30, Jump +15, Listen +20, Spot +20, Tumble +29, Use Rope +4 (+6 bindings)

Regenerate Worldskin (Sp) As a standard action, a blistered soul can initiate regeneration in any worldskin feature within 220 feet. The growth regains 25 hit points per round. See individual feature descriptions for limitations on regeneration.
Revert to Spore (Sp) As a last-ditch defense, a blistered soul can rejoin the worldskin by forming a spawning spore (see page 103). The new spore appears in the blistered soul's former position. It is considered expended and must be fully regenerated before it can be activated. Casting *dispel magic* on the spore within 3 rounds of transformation destroys it and returns the blistered soul to the surface. The blistered soul retains any damage and ongoing conditions from before it attempted to revert.
Skincasting (Sp) As a standard action, a blistered soul can activate the ability of any worldskin feature within 220 feet.

Features of the Area

(B) Blistered Soul

Bioenergy Cyst, Healing Spore, Vaporous Abscess (Worldskin Features): See descriptions in the worldskin, page 102.

Shuddering Worldskin: The worldskin is highly sensitive both to Ragnorra's dreamlike thoughts and to violent events (such as combat) on its surface. Each round the party is in this area, a 1 in 6 chance exists that the skin twitches in response. Destruction of worldskin features can also cause such a reaction.

When the worldskin twitches, ripples up to 2 feet high race across its surface, accompanied by a high-pitched keening. All creatures on the skin must make a Balance check or lose their footing, as summarized on the following table.

Event	Balance Check DC
Ragnorra's thought/combat in area	15
Bioenergy cyst destroyed	15
Healing spore destroyed	20

Writhing Plant Ridge: Corrupt positive energy flows along these cracks in the worldskin, causing plants to rapidly grow, die, and regrow. The ridges of plant growth average about 40 feet in height. Crossing or traveling along the ridge requires a DC 20 Strength check each round; a successful check allows the character to travel 5 feet in that round.



TACTICS

The blistered souls want to draw the PCs farther into the area to expose the intruders to more worldskin features. The charging one attacks the PCs for a round, then retreats toward the center where the other awaits them. These two blistered souls engage the PCs. Typically, one of them uses its melee or ranged attacks while the other activates or regenerates a nearby worldskin feature. The third remains hidden, using *regenerate worldskin* and *skincasting* to aid its fellows.

After the PCs enter this area, all the blistered souls (including the hidden one) activate the vaporous abscesses near the southern edge of the map to herd the party inward.

CONCLUSION

The hidden blistered soul assists its companions as much as possible and does not reveal itself even if the other two perish. In that event, it reverts to a spawning spore and waits for the danger to pass.

If the PCs do not locate the hidden blistered soul, the final encounter will be much more difficult. It sends a mental call to Ragnorra, who spawns two new blistered souls to replace her losses. They lurk within Ragnorra's lair to assist their Mother from the shadows (see encounter 7–3).

The blistered souls collect their victims' possessions and embed them within the worldskin as offerings to Ragnorra. Digging into the worldskin is possible, though disquieting, and takes 10 minutes per hole. Such activity is likely to make the skin shudder (see Features of the Area), but that event does not present a problem unless combat is occurring. A successful DC 20 Search check uncovers one of the following items per hole: 712 pp; 820 pp; a *scroll of heal* (CL 15th); a circlet adorned with rubies (3,300 gp); a *potion of protection from arrows 15/magic*; a letter that scorns the idea of Ragnorra's minions breaching the defenses of an aristocrat's home, in the pocket of a bejeweled smoking jacket (2,700 gp).

The hazards of the worldskin make this a more difficult combat than the creatures' Encounter Levels indicate. If the PCs defeat all three blistered souls, they gain 125% of the normal XP for the encounter.

Vane Engagement

Encounter Level 19

SETUP

The worldskin is less sensitive here and has fewer growths, but it features two new hazards: tentacular boils and membranous openings, the latter not of Ragnorra's making.

Irthicax Vane (V) is hiding behind a membranous opening. At the beginning of the encounter, he uses his ring's *ventriloquism* ability to project his voice so that it sounds as though it is coming from an opening closer to the PCs.

You might wish to mark the various worldskin features with coins: Heads indicates a growth ready for use, and tails marks one that must be regenerated. Remove coins from features that are destroyed.

The players place their miniatures within 10 feet of the southeastern entrance.

When the players have finished arranging their miniatures, read:

Moundlike growths dot the surface of this canyon's floor, as well as what seem to be deep wounds covered by strands of newly grown skin. From the nearest of these openings a doleful voice intones, "Hope for your world is lost. There is nothing more you can do. Leave now; keep hope alive that you can defeat Ragnorra another time, another place."

When Irthicax Vane attacks, read:

A quick blur of motion resolves into a black-and-green-clad monk. His handsome, violet features are horrifically marred. He explodes in a storm of blows and then races toward one of the large openings.

IRTHICAX VANE — **CR 18**
hp 140
See page 101 for statistics.

TACTICS

Though he speaks scornfully, Irthicax Vane harbors deep admiration for these indviduals who are unwilling to abandon their world. He would rather avoid violence and tries to convince the PCs to forgo their hopeless quest. If they do not, he regretfully takes steps to deal with them.

Vane waits for one of the PCs to come within reach of his hiding place and strikes with his flurry of blows. He then withdraws through a membranous opening into a tunnel, tumbling if necessary. He is accomplished at hit-and-run tactics, using his superior speed and the terrain to full advantage. He moves through the tunnels to new attack positions on the surface, and he never fights for more than two consecutive rounds before retreating to a membranous opening and repositioning for another attack.

Vane keeps up a running dialogue with the PCs during this combat to keep them off guard and confused. While in the tunnels, he projects his voice from other openings with his *ring of Locari's mouth*, but in combat, he uses the abilities of *Gutterang* and his *ring of regeneration*.

CONCLUSION

Irthicax Vane fights until he drives the PCs away or is defeated. However, if the PCs can convince him that they stand a chance against Ragnorra, he can offer limited help. He makes it clear that he will not directly engage Ragnorra for any reason.

Vane can tell the PCs about the Mage Garden (see page 104) if they are not aware of it, as well as inform them of its uses and pitfalls. He has also observed a potential weakness of the Mother of Monsters: When other creatures destroy spawning spores, she seems to be damaged.

The PCs can dig into the worldskin here, taking a move action to open a hole wide enough to enter. At the DM's discretion, the bulette's digging might have already unearthed some items (discarded by Two-and-a-Half-Brains as inedible). A successful DC 20 Search check uncovers one of the following items per hole: 180 pp; an *aberration slaying arrow* with the inscription "May your aim be as true as our love"; a *potion of greater magic fang +3*; a *potion of magic vestment +5*; and a gilded altar centerpiece with three large rubies from a temple of St. Cuthbert (13,400 gp).

Two-and-a-Half-Brains

Two-and-a-Half Brains is a bulette (*MM* 30) who until recently was in predator heaven: a crater full of rapidly multiplying food. But consuming Ragnorra's corrupted growth transformed her, growing two new brains, so that she now has an Intelligence score of 10. With sentience came awareness, and with awareness came the fear that something terribly wrong is happening.

The bulette is looking for a way out of this frightening place, and she needs help to do that. She is cowering beneath the surface in a burrow (marked with B on the encounter map) and does not attack the PCs except in

Features of the Area

Vane's Hideout: Vane uses abundant step to move through the solid rock wall sealing off this chamber from the rest of the encounter area. Since he can use this ability only once per day, he retreats here only to escape danger and must remain within until the following day. Vane's simple camp consists of dried plant growth for firewood, a cooking pot, a sleeping mat, and scrolls of poetry describing his world before the arrival of Ragnorra.

The southern wall is porous volcanic rock and abuts the geyser cave (page 104). Water and steam slowly filter through the stone to create a shallow, warm pool. A living creature immersed in its waters heals 1d6 points of damage per minute.

Bioenergy Cyst, Tentacular Boil (Worldskin Features): See descriptions in the worldskin, page 102.

Membranous Openings: These are areas of inflamed tissue growing over wounds left by Two-and-a-Half-Brains as she burrowed her tunnels. The skin has almost healed, leaving small openings for access. Treat a square containing a membranous opening as difficult terrain. However, with a successful DC 30 Tumble check, a character can move through at full speed.

A membranous opening provides soft cover.

Ragnorra: Ragnorra is now dimly aware of the presence of the PCs and is beginning to sense a threat, though she has difficulty telling creatures apart. Beginning in the third round of the encounter, she acts randomly in self-defense. Roll 1d12 each round and consult the following table to see what action she takes.

d12	Action
1	None.
2–4	Use cyst or boil to attack PCs.
5	Use cyst or boil to attack Vane.
6–7	Regenerate cyst or boil (use cyst or boil to attack PCs if no feature needs regeneration).
8	Regenerate cyst or boil (use cyst or boil to attack Vane if no feature needs regeneration).
9–10	Skin quake: Balance DC 20 to avoid falling prone.
11	Roll on crater wandering monsters table (page 103). Creatures appear at the southeast entrance.
12	Roll twice on Crater Wandering Monsters table, choosing the tougher encounter. Creatures appear at the northern entrance.



Tunnels: The bulette's burrows have healed since they were dug. They are now wide and high enough to accommodate one Medium creature, or two if they are squeezing. Any new tunnels the creature creates are large enough to accomodate a Huge creature.

self-defense. Anyone attempting to use Diplomacy gains a +3 bonus on these checks, due to the beast's increased Intelligence and her eagerness to escape.

Once a character enters the area, read:

You face a bulette, but unlike one you have ever seen before. Two translucent, gelatinous sacs bulge on either side of her head carapace, each of which holds a brain. In the bulette's eyes is a strange look for a voracious eating machine—it shows fear and curiosity.

If the PCs can establish a friendly relationship with Two-and-a-Half Brains, she can assist them in at least two ways.

- She can burrow tunnels within or under the worldskin, bypassing surface hazards and possibly giving the PCs an advantage when they confront Ragnorra.
- She can eat worldskin features from below. Unlike attacks against features on the surface, such feeding goes unnoticed by Ragnorra.

Vile Home

Encounter Level 20

SETUP

As the PCs approach the heart of the crater, Ragnorra becomes increasingly aware of them and accelerates the process of healing and transformation. She is now on the verge of assuming her True Mother form, which will take the reshaping of the world to the next stage.

Ragnorra's lair is more brightly lit than the rest of the heart of the crater. The neurotangle above sparkles and flares with corrupt positive energy. Connecting it to the worldskin is a cable of flesh as thick as a tree trunk: the True Mother chord.

If the PCs have tamed Two-and-a-Half-Brains (see encounter 7–2), they can convince her to burrow into Ragnorra's lair. The tunnel emerges at the point labeled 1 on the encounter map. The players place their miniatures in the squares surrounding the tunnel opening. In this case, no blistered souls have spawned at the locations labeled 3 and 4, since Ragnorra (R) has not yet noticed the PCs' approach. Any blistered souls that the PCs did not destroy in encounter 7–1 are in the area labeled 2 on the map and are not immediately visible.

If the PCs arrive from the south or east, the players place their miniatures within 10 feet of the appropriate entrance. One blistered soul has spawned at the location labeled 3; an additional blistered soul starts at location 4 if the PCs have arrived here after encounter 7–2.

You might wish to mark the various worldskin features with coins: Heads indicates a growth ready for use, and tails marks one that must be regenerated. Remove coins from features that are destroyed.

When the players have finished arranging their miniatures, place the appropriate blistered souls on the map and read:

A massive cable is rooted in the fleshy surface, glinting with crystal and metallic fibers. Midway between the floor and the neurotangle canopy above, beams of light burst from its twined strands, hinting at the gargantuan powers flowing through the whole of the chord.

An enormous, sluglike being glides serenely along the mottled floor, brilliant sparkles of light reflecting from its gooey surface. It turns toward you with a sound like a thousand bows drawn too tight. In its midsection, translucent flesh reveals tumors and organs grotesquely arranged in the image of a peacefully dreaming face. Through your mind echo terrible screams of past violence, impossibly woven into words: "Welcome home, children."

Blistered Soul — **CR 15**
hp 187 each (22 HD)
See page 106 for statistics.

Ragnorra — **CR 19**
hp 576 (48 HD); **DR** 15/epic
See page 99 for statistics.

TACTICS

Ragnorra is preparing for the next stage of her regrowth. She moves toward the True Mother chord to finish her preparations, rolling like a wave of sludge over spawn, worldskin features, and PCs with equal unconcern.

If the PCs deal damage to Ragnorra, she does not retaliate directly at first; instead, she births aberrations from a nearby spawning spore and regenerates it. After 2 rounds, she directly attacks PCs who damaged her, striking and making use of worldskin features as appropriate.

Blistered Souls: Any blistered souls that were spawned in response to the PCs' intrusion (at locations 3 and 4) attempt to defend Ragnorra. They activate worldskin features to support other blistered souls in combat.

Blistered souls that escaped here from encounter 7–1 remain hidden in the corner labeled 2 and use their *regenerate worldskin* ability to heal and support Ragnorra and the others.

Irthicax Vane: Even if the PCs persuade Vane to their cause, the monk will not engage Ragnorra. However, he does attack blistered souls, distracting his target and preventing it from activating worldskin features. If Ragnorra transforms into her True Mother form, Vane immediately attempts to flee through the eastern entrance.

Two-and-a-Half-Brains: The bulette does not want to be here and would rather not fight. The PCs can make Diplomacy checks to direct her to attack worldskin features, but otherwise she is content to huddle in her tunnel.

CONCLUSION

After 9 rounds, or after Ragnorra has been reduced to 200 hit points or fewer, whichever comes first, she transfers her life energy into her True Mother form.

Thick, twisting strands descend from the neurotangle, closing access to the eastern and southern entrances. If Two-and-a-Half-Brains has burrowed into the area, the tunnel opening is not affected.

When Ragnorra assumes her True Mother form, remove her figure from the map and read:

With the sound of soft leather shredding, Ragnorra's skin unfolds like a blooming flower. Fountaining ichor spills to the floor, but, rather than spreading, it zips to the roots of the great cable and is instantly absorbed.

The neurotangle above twists itself into the great face of Ragnorra, dreaming no more. Cavernous eyes regard you. The healing spores start to bubble and spurt, sending red rivulets toward the gleaming chord. Pain rakes the inside of your skull like eagle talons as your bones and teeth thrum with a bass tremor: "Now. Forever."

Ragnorra, True Mother **CR 19**
hp 200 (60 HD)
See page 100 for statistics.

REVISED TACTICS

Ragnorra's consciousness now resides wholly in the neurotangle. Her torpor has ended. She is eager to rid herself of the pests burrowing in her flesh and to recycle the material of her former lair into a new generation of creations. She attacks any creature within the area, even her own progeny.

Once she has assumed her new form, Ragnorra is weaker. She does not have access to fast healing or epic damage reduction. She can no longer move, but she can create pseudopods to strike anywhere within the heart of the crater. Each round she can project up to two tendrils from the neurotangle that quickly strike, then fall off and wither. Alternatively, she launches a bolt of corruption whenever she can catch two or more PCs in its effect.

Ragnorra cannot regenerate the worldskin until her form matures, so she uses her *skincasting* sparingly. The process of maturation requires some time, so she focuses first on any threat to the True Mother chord.

Blistered Souls: If any remain, they give in to their pain and attack the nearest creature, including one another.

Healing Spores: Intact healing spores start to flow toward the True Mother chord at the rate of 5 feet per round. Any that come into contact with it can use *skincasting* and *regenerate worldskin* as Ragnorra can, so they can regenerate and trigger themselves to heal the chord and the True Mother.

TRUE MOTHER CHORD

To fully mature, Ragnorra must draw corrupt energy from the worldskin. The True Mother chord can barely contain this flow, leaving Ragnorra vulnerable. Three weak spots are visible on the chord, from which project the brightest beams of light. One is at ground level (AC 47), one is 30 feet up (AC 42), and one is 80 feet up, at the junction with the neurotangle (AC 32). The chord shares the damage reduction and resistances of the True Mother.

Damaging any of these spots tears the containment strands of the chord, causing it to leak corrupt energy. Each wound so inflicted deals an extra 1 point of damage per round to Ragnorra. Once the chord has sustained 50 or more points of unhealed damage, or Ragnorra is destroyed, it snaps. The resulting explosion deals 10d6 points of damage to any creature climbing on or adjacent to the chord, and 5d6 damage within a 60-foot-radius burst.

If Ragnorra is defeated, she detaches the remnants of her being from the world. Blistered souls and other spawn instantly dissolve. The neurotangle begins to decay, and the strands blocking the entrances fall away. Any PC who became a progeny of Ragnorra returns to normal, though befouled with the slime of dying aberrant growth.

Features of the Area

Bioenergy Cyst, Healing Spore, Spawning Spore, Tentacular Boil (Worldskin Features): See the descriptions in the worldskin, page 102.

Neurotangle: If the PCs attempt to escape through the blocked entrances, they must deal with the neurotangle barrier. See the description on page 102.

Pustule Pool: As bubbles rise and burst from this thick, tarry pool, they release a stink of bile and infected flesh. But in the center of each bubble, a clear liquid appears. Corrupt positive energy infuses the fluid and can confer a temporary benefit on a creature immersed in the pool. You might hint at this property by mentioning that the liquid resembles the healing waters of the geyser cave or Vane's hideout, or by calling for a DC 21 Knowledge (arcana) check.

A living creature that enters the pool can attempt a DC 21 Fortitude or Will save (using the higher save bonus) during each round of immersion. Each failure heals 2d8+10 points of damage (or grants 2d8+10 temporary hit points) and corrupts 1 Hit Die, as the effect of the twisted life sign (page 97). A successful save negates the corruption and confers the effect of a *divine power* spell (CL 20th).

True Mother Chord: The woven strands of its surface are relatively easy to climb (Climb DC 18).

A successful DC 26 Knowledge (arcana) or Knowledge (religion) check reveals that the beams of light emanate from weak spots.





Illus. by M. Coimbra

Today, few question the fact that a priest need not worship a god to work divine magic—he needs only faith in an idea. Yet what of the source of this discovery? Who was the first to draw upon divinity without the guidance of a god? Who knows the truth of the first heretic, and of the serpent who exposed a secret no god wished revealed?"

—From the *Demonomicon of Iggwilv*

Members of the Vanguard of Sertrous hold that their demonic patron is the true father of the yuan-ti, yet this ancient and exiled—and deceased—demon lord is far more than that. If the dead demon rises, he intends to retake his throne in the Abyss and spread his heretical words across the planes.

BACKGROUND

The gods would have mortals believe that in the beginning, they created the world. That they helped shape the world is not in dispute, but they were far from the first to cast their influence across the Material Plane. The aboleths lived in the primeval depths before the first deity wrought life from primal clay. The elemental races established vast multiplanar empires long before the first priest offered prayers from a crude stone altar. And in the roiling deep of the Abyss, demons had already conquered entire planes before the advent of intelligent life on the Material Plane. Most powerful among these ancient demons were the obyrith lords.

Led by the Queen of Chaos, the obyriths waged murder against the elemental Wind Dukes of Aaqa. Those who refused to join the Queen were punished and imprisoned. Obox-ob, then the Prince of Demons, withstood her call. In a great war, the Queen defeated Obox-ob and crowned her consort, Miska the Wolf Spider, the new Prince of Demons. Yet when the Queen's legions were defeated on the Fields of Pesh, it was ironically the obyrith lords she had cast out or imprisoned who survived. **(Knowledge [history] or [the planes] DC 30)**

One such obyrith lord was Sertrous, a minor demon lord associated at the time with parasites and crawling things. Ever rebellious, Sertrous slew every demon that came to his Abyssal lair to recruit him to the Queen's cause. He had little defense against the Queen herself, who quickly grew tired of his insubordination, destroyed his body, and cast his essence into the gulf between planes as one might cast aside a carcass. Yet this did not spell Sertrous's doom. As his essence passed through the Material Plane, Sertrous made a desperate grab at an anchor to prevent his passage into the void beyond. All he found was a lowly serpent, wallowing in the mire of a primeval fen. **(DC 35)**

For untold centuries, Sertrous lived as a serpent. At first, he was confined to that serpent's body. As he healed,

his essence transformed the serpent into a new physicality that took on the madness of his previous demonic form. Yet he retained serpentine features—partially as a disguise if agents of the Queen encounter him. Sertrous watched from his fen as the mortal races grew civilized, established their own empires, and raised temples to honor the gods. Sertrous grew jealous of their prosperity and coveted the devotion mortals heaped upon the gods. And so he waged war on them, plaguing these first nations with armies of serpents and monsters from the fen. **(DC 40)**

When the beleaguered mortals called upon one of their deity's most powerful minions, the solar Avamerin, Sertrous claimed his first and greatest victory. Avamerin led a great army into the fen to destroy Sertrous. The obyrith's minions were evenly matched with the angel's, and in the end only the obyrith and the angel survived to face one another. The battle was intense, but in the end the solar defeated the serpent. As Avamerin raised his sword and prepared to strike the killing blow, Sertrous asked him a simple question: "Why serve your lord when his playthings can gain the same strength of power through their own will?" Avamerin struck then, slaying Sertrous. He returned to civilization with the obyrith's head as proof of his triumph and spoke to the nation's priests of the demon's foolish words. **(DC 45)**

Yet in spreading these words, Avamerin unwittingly released a great secret. Scholars and priests puzzled over Sertrous's dying words and made an incredible discovery: One need not worship a god to gain the power of divine magic. Rather than worship a god, a cleric could worship an ideal and gain the same reward. He could worship the mountains, or the sky, or the act of war, or himself. He could even worship a slain obyrith lord. Avamerin saw this plague of godless priests thrive and was powerless to stop it. The solar realized his error, and when he confessed to his lord, he was stripped of his rank and reduced to a planetar's status.

Enraged, Avamerin cast aside his servitude and stole Sertrous's head, claiming that the dead demon was wiser than the gods. The gods recoiled and took from Avamerin his beauty. If he would ascribe such value to a serpent's words, he would be one with them. The gods gave him the visage of a snake and banished him from heaven. Yet the damage had been done. The angel became the first heretic, and he devoted the rest of his existence to serving the one who had opened his eyes. In time, the devotion of Avamerin and those he recruited to his Vanguard would be enough to restore Sertrous to life and prove what the fallen angel had come to believe was the truth beyond the lies of faith. **(DC 50)**

GOALS

The Vanguard of Sertrous is an ancient organization of murderers and raiders that has risen and fallen over the millennia. Thousands of years ago, these nihilistic yuan-ti, whose priests taught that worship of the gods was unnecessary to gain divine power, surged from a trackless fen to lay siege to the surrounding nations. The Vanguard was defeated, but its teachings proved immortal. Every few hundred years, a new zealot takes up the cause and leads a new army on the march. **(Knowledge [history] DC 30)**

Although the armies through the years rose from different regions, they all shared similar tactics and compositions. Without variation, the Vanguard is led by yuan-ti but filled with enslaved or dominated minions. When its numbers reach the right point, its leaders unleash hordes of transformed and corrupted slaves and minions in a wave of murder and mayhem. **(DC 35)**

Although the leaders of the Vanguard claim to follow the teachings of an obscure demon lord named Sertrous, the Prince of Heretics has remained dead since he was defeated long ago. The rank-and-file soldier in the Vanguard does not know this. The teachings of Sertrous come to the leaders through the decapitated head of their demonic patron, preserved in a secret reliquary. **(DC 40)**

The first Vanguard army was led by Sertrous himself, who marched upon his neighbors in a rage fueled by jealousy. He coveted their cities, their accomplishments, and most of all the adoration the citizens heaped upon the gods. Sertrous wanted to be worshiped and held in awe, and the only way he could accomplish this was through conquest. He was slain by the angel Avamerin, who, it is rumored, later fell victim to the Vanguard and was himself slain. **(DC 45)**

Sertrous's true reasons for waging war on the Material Plane are more than mere jealousy. He wishes to return to the Abyss and reclaim his realm now that the time of the Queen of Chaos is past. Although he is dead, his spirit persists both in his severed head and in the rebellious will of Avamerin, who serves as the leader of the Vanguard in Sertrous's absence. With each war, the souls of those who die in the Vanguard's service are drawn into the Abyss to await their master's return, while at the same time the armies and resources of his Material Plane enemies are depleted. When his army of slithering petitioners in the Abyss is great enough, he shall return to life and reclaim his throne as a demon lord. **(DC 50)**

SERTROUS IN THE CAMPAIGN

Avamerin remains hidden, a shadow leader of the Vanguard. When one army is defeated, he waits for a few centuries to start again, choosing a new champion to woo followers away from the yuan-ti gods and to lead an army against the world. As a result, the latest Vanguard can come from anywhere in the campaign world where the yuan-ti are active. The Serpent Reliquary itself, where Avamerin dwells and Sertrous's head is kept, exists in its own dimension accessed by a portal placed in a remote location in the campaign world.

TIMELINE

The following timeline is intended to help you construct a campaign and provide suggestions for how the PCs might meet the Vanguard and take part in the latest (and possibly final) Serpent War.

EL 2: A merchant inherits an abandoned priory at the edge of a marsh, but after he and his servants move into the place, he cuts contact with his business partners. The PCs

are hired to investigate, and they discover that the merchant has fallen under the sway of the yuan-ti that inhabit the extensive catacombs below the building. The PCs rescue the merchant (who becomes a supportive patron for them) but discover that these yuan-ti cultists report to someone called Seghulerak and openly mock the traditional yuan-ti deities.

EL 9 (Faint Sign): Seghulerak seizes control of the ancient yuan-ti temple-city of Veshlivenk in a southern jungle and establishes a network of *serpentgates*, freestanding portals that allow the Vanguard of Sertrous to move between seven linked temples scattered throughout the world. One such temple is located in the large swamp beyond the priory. Serpents and snakes grow more common, and the PCs are hired to find out what's causing so many snakes to slither out of the swamp. They prevent the Vanguard from setting up this temple as a staging point for a major simultaneous yuan-ti invasion, but discover that there are six other temples.

EL 13 (Moderate Sign): The infestation continues. The PCs might take out several yuan-ti temples and their *serpentgates*, but not enough to prevent the invasion. The PCs must race against time to defend a city from the Vanguard, which approaches from three directions in a murderous swath. At the end of this encounter, the PCs face their first golothoma demon, and its defeat proves to be a key point in the battle.



Aspect of Sertrous

Illus. by Izzy

EL 16 (Strong Sign): Encounters with golothomas, half-fiend sixteen-headed hydras, and other serpentine horrors become commonplace despite victory against the Vanguard. The PCs discover that the yuan-ti are based in the temple-city of Veshlivenk and must travel there and destroy the primal *serpentgate* if they wish to stop the serpent infestation and prevent an even larger invasion. At the end of this battle, they face and defeat Seghulerak, whom they believe to be the leader of the Vanguard. Her slain body vanishes to parts unknown, leaving behind a mound of dead, headless snakes.

EL 19 (Overwhelming Sign): Despite the destruction of Veshlivenk, serpents continue to overwhelm the world. Intelligence gathered at Veshlivenk reveals the existence of the Serpent Reliquary, and that Seghulerak's body has reappeared there. The PCs must discover the Reliquary, defeat Seghulerak again, and discover the true nature of the Vanguard of Sertrous (encounters 8–1 through 8–3, pages 122–127).

SIGN: INFESTATION

The earth vomits torrents of snakes and serpentine creatures. At first these infestations consist of normal snakes, but as the infestation grows, monstrous creatures such as chaotic evil nagas, hydras, and even mariliths become more common. As the sign grows more potent, the infesting serpents become increasingly more deformed. Some might have multiple heads, others are inside out, and some might have no head or tail—they're simply a mass of coils with no end or beginning.

The following guidelines apply to encounters involving the PCs.

Faint: The check frequency is once a week. The Encounter Level of the infestation should be 2 lower than the average party level.

Moderate: As faint, but the check frequency increases to once a day.

Strong: The check frequency increases to once every 1d4 hours. The EL should be equal to the average party level.

Overwhelming: The check frequency increases to once an hour, and the chance of encountering wandering monsters increases to 20%. The EL should be equal to the average party level + 2.

SERTROUS IN EBERRON

The teachings of Sertrous have a subtle effect in Eberron, since the deities of this world are much less invested in the workings of their followers. Clerics who gain their powers from personal faith rather than service to a deity are common, and as a result the heretics of the Vanguard can efficiently conceal the nature of their beliefs.

The Serpent Reliquary's entrance is located on a remote island in the northeastern Lhazaar Principalities. Far enough out of the way that it serves no real naval role, this nameless rock is little more than 300 yards in diameter and hosts flocks of deformed wyverns in its crags. Many pirates have buried their treasures here, but to date none have discovered the shallow cavern that hides the secret door that opens into the Reliquary's entrance.

SERTROUS IN FAERÛN

Faerûn has a large number of deities, and even those who choose not to worship a deity have specific fates to look forward to in the afterlife. As part of the world-changing menace, those who worship Sertrous and do not venerate the gods do not travel to the Fugue Plane when they die. Although technically these souls are counted among the False, they escape punishment in the City of Judgment and pass directly into Sertrous's realm in the Abyss to await his return. Worshipers of Kelemvor who know of this hold a special hatred for the Vanguard as a result.

The entrance to the Serpent Reliquary is hidden far from traditional yuan-ti dwellings to minimize accidental discovery. This entrance is an out-of-place standing stone carved of deep purple porphyry protruding from a low mound of earth on the far side of the Lake of Tears from Castle Perilous. The standing stone has been the obsession of several bickering orc tribes for many centuries, although none of them know of the secret ritual that causes the stone to split apart, forming a shimmering archway that transports those who pass through into the Reliquary's entrance.

SERTROUS

When resurrected, Sertrous appears as an immense nightmare of slimy coils and shining scales. His aspect is serpentine only because that is the closest analogy the fragile mortal mind can assign to his writhing bulk, a sight that can instill a paralyzing fear of all things snakelike.

Sertrous's body is a sickly green with a pale yellow belly. Winding red stripes run down his length like rivers of blood. Two serpentine arms split off his central body at approximately his midsection, each ending in a three-taloned claw. His head is that of a deformed snake with dead black eyes, its jaws split so that when it opens its many-fanged, five-jawed maw it looks like the bloom of an unholy and monstrous flower.

Sertrous once dwelt on the bleak and poisonous 380th layer of the Abyss, a realm of fens and black bottomless lakes called Hungry Tarns. As his power grows, this realm becomes increasingly infested with serpentine menaces.

ASPECT OF SERTROUS — CR 22

hp 460 (23 HD); fast healing 10; **DR** 20/cold iron and lawful

CE Gargantuan outsider (chaotic, evil, extraplanar, obyrith)
Init +7; **Senses** blindsight 500 ft., darkvision 60 ft., true seeing; Listen +31, Spot +31
Aura form of madness (60-ft. radius, Will DC 30), poisoner's breath (240-ft. radius, Fort DC 33)
Languages Abyssal, Aquan, Celestial, Infernal; telepathy 1,000 ft., tongues

AC 39, touch 9, flat-footed 36
Immune acid, anathematic secrecy (malefic property), poison, impervious to the divine (malefic property), elder evil immunities (page 6)
Resist cold 20, electricity 10, fire 20; **SR** 33
Fort +25, **Ref** +16, **Will** +18

Speed 50 ft. (10 squares)
Melee bite +35 (6d6+16 plus poison) and 2 claws +33 each (2d6+8) and tail +33 (4d6+8)
Space 20 ft.; **Reach** 20 ft.
Base Atk +23; **Grp** +51
Atk Options Awesome Blow, Improved Bull Rush, Power Attack, constrict 4d6+16, improved grab, poison (Fort DC 33, 2d6 Con/2d6 Con), souldrink
Special Actions Dark Speech, poisoned whisper
Spell-Like Abilities (CL 23rd):
At will—*astral projection, desecrate, detect good, detect law, fly, greater dispel magic, greater teleport, poison* (DC 21), *telekinesis* (DC 22), *unhallow, unholy blight* (DC 21)
3/day—quickened *poison* (DC 21), *symbol of insanity* (DC 25), *veil* (DC 23)
1/day—*scintillating pattern* (DC 25)

Abilities Str 42, Dex 16, Con 34, Int 22, Wis 20, Cha 25
SQ nondetection, sign (infestation)
Feats Ability Focus (form of madness), Awesome Blow, Dark Speech, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack, Quicken Spell-Like Ability (*poison*)
Skills Bluff +33, Climb +42, Concentration +38, Diplomacy +15, Hide +17, Intimidate +37, Knowledge (history) +32, Knowledge (nature) +32, Knowledge (religion) +32, Knowledge (the planes) +32, Listen +31, Move Silently +29, Sense Motive +31, Spot +31, Swim +42

True Seeing (Su) As the true seeing spell; continuous; caster level 20th.

Form of Madness (Su) Any creature within 60 feet that observes Sertrous must attempt a DC 30 Will save. Failure indicates the victim develops an overwhelming fear of snakes and serpentine creatures (including hydras, golothomas, yuan-ti, and Sertrous himself).

As long as a serpentine creature is in sight, the victim is distracted and takes a –4 penalty on Will saving throws. It also takes a –4 penalty on attack rolls against these types of creatures. In the first round of combat against a serpentine creature, the victim must make a DC 28 Will save or be paralyzed with fear for 1d6 rounds.

Heal or *greater restoration* can cure the effect if the caster succeeds on a DC 30 caster level check. *Miracle* or *wish* automatically cures the condition. A creature that succeeds on this save is immune to Sertrous's form of madness for 24 hours. Blindness is no protection against Sertrous's form of madness—his presence is an affront to all five senses. This is a mind-affecting fear ability that does not affect chaotic evil outsiders or yuan-ti.

Poisoner's Breath (Su) Sertrous's breath fills a 240-foot-radius spread around him. Any creature that breathes this foul air must succeed on a DC 33 Fortitude save or be sickened for 1 round. This breath suppresses any immunity to poison a victim possesses for as long as it remains within the area plus an additional 2d6 rounds after it leaves the area.

Tongues (Su) As the *tongues* spell; continuous; caster level 20th.

Impervious to the Divine (Su) Sertrous is immune to all divine spells, spell-like effects, and supernatural abilities.

Improved Grab (Ex) To use this ability, Sertrous must hit a Huge or smaller opponent with his bite or tail attack. He can then attempt to start a grapple as a free action without provoking attacks of opportunity. If he wins the grapple check with a tail attack, he establishes a hold and can constrict. If he wins the grapple check with a bite attack, he establishes a hold and can souldrink the victim in the following round.

Souldrink (Su) If Sertrous starts a round grappling a foe with his bite and maintains his hold by making a successful grapple check, he drinks away a portion of the victim's soul, dealing 3d6 points of Charisma drain. A creature cannot be drained below a Charisma score of 1 by this ability, but once the creature reaches that point, its alignment becomes chaotic evil and it immediately becomes *dominated* (as if by *dominate monster* at caster level 23rd) by Sertrous.

Poisoned Whisper (Su) Once per round as a standard action, Sertrous can attempt to whisper to any creature within 240 feet. Sertrous must be aware of the target creature and have line of effect.

The targeted creature can negate the poisoned whisper by making a DC 28 Will save. Failure indicates that the whisper functions as a *suggestion* spell on the target (caster level 23rd). One minute later, the poisoned whisper tears through the victim's mind, forcing a second DC 28 Will save. Failure on this save indicates that the victim is subject to a *modify memory* effect that erases the victim's memory of whatever suggested action he might have just done. If the victim was unable to complete the suggestion before this effect occurs, he must still carry out the suggestion—he just believes the suggestion was his own idea.

Anathematic Secrecy (Su) Sertrous is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell; continuous; caster level 20th.

SEGHULERAK

"Your gods are dead, and their works are lies perpetuated by priests too timid to reveal what they know to be true. Accept the truth of Sertrous, and you may yet find absolution beyond your imminent death."

—Seghulerak, high priest of Sertrous

Although most of the elder evils are anathema to all things divine, Sertrous encourages priests to draw upon faith—provided they do not keep faith in the gods they know. Better to draw faith from the lust for murder or the desire for domination, or best of all, to draw upon the demon lord himself. Clerics of Sertrous can choose their domains freely as if they were clerics devoted to an ideal, although most choose Destruction and Trickery.

The yuan-ti abomination Seghulerak is the latest figurehead of the Vanguard. She was forced



Seghulerak

Illus. by H. Lyon

to flee for her life from the temple-city of Veshlivenk due to her heretical belief that the serpent deity Merrshaulk had died and his "priests" were covering up his death to retain their positions of power. The first heretic—Avamerin—found Seghulerak broken and dying in a swamp. After saving her and gaining her allegiance, he aided the yuan-ti in her triumphant return to Veshlivenk, where she slaughtered the priests and established the city as the capital of the Vanguard of Sertrous.

GOALS

Seghulerak wants to sow discord and serve Sertrous, and she has quickly come to enjoy her power as the general of the latest incarnation of the Vanguard. She is one of the few members of the group who knows that Sertrous is dead and that Avamerin is its true leader, and she takes great delight in that hidden knowledge. She wants little more than to see Sertrous resurrected from the dead and secretly hopes that for her service she might ascend to a position of power as his consort in the Abyss.

USING SEGHULERAK

The PCs shouldn't encounter Seghulerak until late in the campaign, but they should know her name long before then. The members of the Vanguard hold her in great reverence. Many of her commanders carry small icons of her as tokens, and some fantasize that if they succeed in their missions, they'll be selected as a consort. Vanguard members who can create golems invariably use her image as the model for their creations. By the time the PCs finally reach Veshlivenk and fight Seghulerak, she should be established as a source of yuan-ti obsession and adoration.

DESCRIPTION

Seghulerak is much more lithe and streamlined than the standard bulky yuan-ti abomination, an appearance that masks her actual strength and power. Her serpentine body is bright crimson with black coils along its length, and her underbelly glows a fiery orange. Her head is that of a sleek mamba with large emerald eyes, and her arms are slender and decidedly feminine. She wields a spiked chain crafted to look like a barbed metallic skeletal snake with a fanged skull at both ends. Her full plate and shield likewise display snake motifs, and her crownlike helmet features five snakes coiling upward in fanged array.

SEGHULERAK — CR 18

hp 271 (24 HD)

Female yuan-ti abomination cleric 10/thaumaturgist 5
CE Large monstrous humanoid
Init +4; **Senses** darkvision 60 ft., scent; Listen +21, Spot +21
Languages Abyssal, Common, Draconic, Yuan-ti

AC 38, touch 13, flat-footed 38
Resist fire 10; **SR** 18
Fort +18, **Ref** +10, **Will** +29; +2 against good or divine spells

Speed 20 ft. (4 squares) in full plate, base speed 30 ft., climb 20 ft., swim 20 ft.
Melee +31/+31/26/+21/+16 *+1 speed anarchic spiked chain* (2d6+14 plus 2d6 against lawful creatures) and bite +23 (2d6+7 plus poison)
Ranged +22/+17/+12/+7 *+3 composite longbow* (2d6+12/×3)
Space 10 ft.; **Reach** 10 ft. (20 ft. with spiked chain)
Base Atk +18; **Grp** +30
Atk Options Chosen of Evil (+6 bonus), Combat Expertise, Improved Disarm, Improved Trip, Thrall to Demon (+1 luck bonus while performing evil act 1/day), constrict 1d6+12, improved grab, poison (Fort DC 21, 1d6/1d6 Con), smite 1/day (+4 to attack roll, +10 damage)
Special Actions Dark Speech, *aversion*, contingent conjuration, *produce acid*, rebuke undead 8/day (+7, 2d6+17)
Cleric Spells Prepared (CL 15th):
8th—persistent *bear's endurance*†, *mass cure critical wounds*, *polymorph any object*[D] (DC 30), *summon monster VIII*
7th—*disintegrate*[D] (+17 ranged touch, DC 29), persistent *divine favor*†, persistent *protection from evil*†, persistent *shield of faith*†, *summon monster VII*
6th—*antilife shell*, *blade barrier* (DC 28), *greater dispel magic*, *heal*, *mislead*[D] (DC 28), *summon monster VI*
5th—extended *death ward*, *flame strike* (2) (DC 27), extended *greater magic weapon* (2)†, *mass inflict light wounds*[D] (DC 27), *plane shift* (DC 27)
4th—*air walk*, *confusion*[D] (DC 26), *cure critical wounds* (3), extended *magic vestment*† (2), *sending*
3rd—*blindness/deafness* (DC 25), *contagion*[D] (+25 touch, DC 25), *cure serious wounds* (4), *dispel magic*, *meld into stone*, *searing light* (+17 ranged touch)
2nd—*cure moderate wounds* (4), *death knell* (+25 touch, DC 24), *hold person* (DC 24), *invisibility*[D], *resist energy*, *spiritual weapon*
1st—*command* (DC 23), *cure light wounds* (5), *disguise self*[D] (DC 23), *endure elements*, *sanctuary* (DC 13)
0—*create water*, *cure minor wounds* (2), *guidance*, *mending*, *read magic*
D: Domain spell; *Domains*: Destruction, Trickery.
† already cast
Spell-Like Abilities (CL 10th):
At will—*animal trance* (DC 17), *detect poison* (CL 6th), *entangle* (DC 16)
3/day—*deeper darkness*, *neutralize poison* (DC 19), *suggestion* (DC 18)
1/day—*baleful polymorph* (DC 20; into snake form only), *fear* (DC 19)

Abilities Str 26, Dex 11, Con 24, Int 22, Wis 34, Cha 21
SQ *alternate form*, *chameleon power*, extended summoning, improved ally, planar cohort, spontaneous casting (*inflict* spells)
Feats Abyss-Bound Soul[B], Alertness[B], Augment Summoning[B], Blind-Fight[B], Combat Expertise, Chosen of Evil[B], Dark Speech, Evil Brand[B], Exotic Weapon Proficiency (spiked chain), Extend Spell, Improved Disarm, Improved Initiative, Improved Trip, Persistent Spell*, Slave to Evil[B]†, Spell Focus (conjuration), Thrall to Demon[B]
* Persistent Spell[CAr] increases the duration of a spell with a fixed or personal range to 24 hours, using up a spell slot six levels higher than the spell's actual level.
† Effects vary with intensity of Sertrous's sign; see feat description, page 14.
Skills Bluff +15, Concentration +34, Diplomacy +9 (+11 against evil creatures), Disguise +5 (+7 acting), Hide +13 (+23 with *chameleon power*), Intimidate +7 (+9 against evil creatures), Knowledge (arcana) +28, Knowledge (religion) +33, Knowledge (the planes) +33, Listen +26, Move Silently +7, Sense Motive +32, Spellcraft +33, Spot +26

Possessions *+1 full plate*, *+1 speed anarchic spiked chain*, *+3 composite longbow* (+8 Str bonus) with 20 arrows, *belt of giant strength +6*, *periapt of Wisdom +6*, *greater bracers of archery*, *ring of minor fire resistance*, *ring of freedom of movement*

Improved Grab (Ex) Seghulerak can make a grapple check without provoking attacks of opportunity if she hits a Large or smaller creature with her bite. If she establishes a hold, she can constrict.

Aversion (Sp) Seghulerak can create a compulsion effect targeting any creature within 30 feet. The target must succeed on a DC 23 Will save or gain an aversion to snakes for 10 minutes. Affected creatures must stay at least 20 feet from any snake or yuan-ti, alive or dead; if already within 20 feet, they move away. A subject unable to move away, or one attacked by snakes or yuan-ti, is overcome by revulsion that reduces the creature's Dexterity score by 4 points until the effect wears off or the subject is no longer within 20 feet of a snake or yuan-ti. This ability is otherwise similar to an *antipathy* spell (CL 16th).

Contingent Conjuration (Ex) If Seghulerak takes any damage or ability damage, a *summon monster VIII* spell immediately summons 1d3 babaus to aid her.

Produce Acid (Sp) Seghulerak can exude acid from her body, dealing 3d6 points of acid damage to the next creature she touches, including a creature hit by her bite. If she is grappling, constricting, or pinning a foe when she uses this power, her grasp deals 5d6 points of acid damage. The acid becomes inert when it leaves her body, and she is immune to its effect.

Alternate Form (Sp) Seghulerak can assume the form of a viper (size Tiny to Large) as with a polymorph effect, yet she does not gain any hit points for changing forms.

Chameleon Power (Sp) Seghulerak can change her coloration to gain a +10 circumstance bonus on Hide checks.

Extended Summoning (Ex) The durations of Seghulerak's summoning spells are doubled.

Improved Ally (Ex) Seghulerak can make a Diplomacy check when casting any *planar ally* spell. If she adjusts the creature's attitude to helpful, the creature works for 50% of the standard fee as long as the task is not one that goes against its nature.

Planar Cohort Seghulerak has used *greater planar ally* to call a marilith demon named Zuvexus to serve as her cohort. The marilith's statistics appear on page 125.

GOLOTHOMA

"Its ravenous hunger is not blunted by the lack of a mouth, and this fact makes the spectacle of a golothoma feeding frenzy all the more horrific."

—From the *Demonomicon of Iggwilv*

Although the obyrith demons are nowhere near as numerous as they were in the Age before Ages, enough survive to this day to give a horrific hint to the variety of shapes these prehistoric demons held. Golothomas are most common in the lightless tunnels of the Writhing Realm of Ugudenk, the 177th layer of the Abyss. Their association with Sertrous is partially accidental, owing to a coincidental likeness of form. As the Vanguard nears its goal and the abandoned Abyssal layer of Hungry Tarns grows full with petitioners, golothoma demons become increasingly common in that realm's poisoned bogs and bottomless lakes.

GOALS

Although golothomas understand a few words in Abyssal, they are only barely intelligent enough to belch them out in a mockery of conversation. They are hardly more than horrific predators driven only by a ceaseless hunger to feed, not from any biological requirement but from a deeper need simply to consume the bodies of other creatures.

USING GOLOTHOMAS

As a campaign against the Vanguard of Sertrous progresses, you can use golothomas as guardian monsters or simply as part of the infestation of serpents that heralds the resurrection of the Prince of Heretics. They serve well as additional monsters in battles with more intelligent foes, and are an excellent choice for monsters resulting from Vanguard agents casting *gate* or similar spells.

DESCRIPTION

A golothoma has a vaguely serpentine body, although its flanks bulge in odd places and horns protrude from random locations along its knotted length. Its tail rises up into the air like a scorpion's, and even without a stinger it drips with black, steaming acid. The creature's face is little more than a single yellow snake's eye. Arrayed around this eye in a radial pattern are its five insectoid arms, each with three joints and covered with horns and ridges. Each arm ends in a nest of talons and claws. The creature's shadow is misshapen and doesn't match its body.

GOLOTHOMA — CR 16

hp 243 (18 HD); fast healing 10; **DR** 15/cold iron and lawful

CE Huge outsider (chaotic, evil, extraplanar, obyrith)
Init +12; **Senses** darkvision 60 ft., true seeing; Listen +24, Spot +24
Aura form of madness (60 ft., Will DC 27)
Languages Abyssal; telepathy 100 ft.

AC 33, touch 16, flat-footed 25
Immune mind-affecting spells and abilities, poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 24
Fort +22, **Ref** +19, **Will** +16

Speed 30 ft. (6 squares), burrow 50 ft., swim 50 ft.
Melee tail +27 touch (8d6 acid/19–20) and 5 claws +25 each (1d10+5/19–20)
Ranged 5 claws +24 each (1d10+11/19–20)
Space 15 ft.; **Reach** 15 ft.
Base Atk +18; **Grp** +37
Atk Options acid, dimensional reach, ravenous shadow

Abilities Str 32, Dex 26, Con 28, Int 4, Wis 17, Cha 22
Feats Ability Focus (form of madness), Great Fortitude, Iron Will, Improved Critical (claw), Improved Critical (tail), Improved Initiative, Multiattack
Skills Balance +29, Climb +32, Listen +24, Spot +24, Swim +40

True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.

Form of Madness (Su) A creature within 60 feet that observes a golothoma must attempt a DC 27 Will save. Failure indicates the victim develops an unhealthy obsession with shadows and shadowy illumination.

Whenever the creature is in darkness or bright illumination, its distraction and discomfort sicken it, imposing a –2 penalty on attack rolls, weapon damage rolls, saving throws, skill checks, and ability checks. In addition, it

must make a DC 15 Concentration check to cast spells. Its reflexive desire to accept shadow causes it to take a –4 penalty on saving throws against spells of the shadow subschool and against a golothoma's acid and ravenous shadow abilities. Shadows and other creatures from the Plane of Shadow gain a +4 bonus on attack rolls against such a creature.

This madness can be cured by *heal, greater restoration, miracle,* or *wish*. A creature that succeeds on the save is immune to that particular golothoma's form of madness for 24 hours. This is a mind-affecting ability that does not affect chaotic evil outsiders.

Acid (Ex) A golothoma's tail runs with thick, sticky coils of black shadow. A golothoma deals 8d6 points of acid damage to any creature it strikes with its tail, attacking with a melee touch attack. A creature struck by this attack must succeed on a DC 28 Reflex save, or some of this shadow clings to it and deals another 4d6 points of acid damage at the start of its next turn.

Dimensional Reach (Su) A golothoma can reach between dimensions to strike at distant targets with its claws. This ability allows a golothoma to make ranged attacks with its claws. These attacks have a range increment of 120 feet, up to a maximum of fve range increments. They are otherwise treated as thrown weapons. A golothoma can mix its attacks between melee and ranged as it wishes, and it does not provoke attacks of opportunity when using its dimensional reach.



Golothoma

Illus. by S. Srisuwan

Ravenous Shadow (Su) A golothoma has no mouth. It feeds by absorbing flesh through its writhing shadow. Any creature within the golothoma's reach might fall into the creature's shadow. A DC 27 Reflex save allows a creature to avoid the shadow for that round. A creature that moves through a golothoma's space gets no saving throw to avoid the shadow. Failure indicates the creature takes 1d12 points of Constitution drain.

A golothoma's shadow exists despite the surrounding lighting. In fact, in complete darkness, it's more difficult to see the shadow's boundaries, and Reflex saves made to avoid it take a –4 penalty. A golothoma's ravenous shadow has no effect on a creature that doesn't have a Constitution score.

SERPENT RELIQUARY

The Serpent Reliquary is the heart of the Vanguard's presence in the multiverse. Built around an extradimensional cube trapped between the planes, the Reliquary was constructed by the fallen planetar Avamerin to serve as a place for him to rest between incursions and as a place to safely keep Sertrous's head secure from those who would attempt to destroy it.

KEY FEATURES

The layout of the rooms within the Serpent Reliquary disrupts most mapping attempts. This complex is constructed around a tesseract, a structure whose sides connect in ways that are unfathomable in a three-dimensional world.

The chambers within the complex are aligned to the different sides of the tesseract, producing seemingly impossible (at least, from a three-dimensional point of view) room connections within the complex. Arrows on the map show what other rooms can be reached from each area.

Each of the complex's sections is located on its own demiplane, separate from but contained wholly by the complex itself. The ranges of all divinations cast within the complex are limited to the area where the spell is cast.

DEFENSES

Although the walls inside of each complex are made of magically enhanced stone, they are still subject to effects and damage as normal. Where faces of the tesseract touch, door-shaped portals allow movement between them. Passage through these portals feels no different from moving through a doorway, but a creature under the effect of *dimensional anchor* cannot pass through. Physical objects can pass with ease, and a creature in one area can observe events in an adjacent area by looking through an open portal.

Air within the complex constantly refreshes, and rooms are humid and warm.

ENCOUNTER AREAS

The following locations correspond to those indicated on the Reliquary map.

A. Entrance

No matter how one travels to the Serpent Reliquary, the traveler finds himself stepping through a portal and emerging into this grandly appointed hall. The polished floor

bears the symbol of Sertrous (a coiled but headless snake wrapped around and through a snake's skull), as do the immense tapestries and banners that hang from the hall's 100-foot-high ceiling.

The approach to the double doors that lead to area B is warded by a *forbiddance* spell (CL 15th, Will DC 28) keyed to chaotic evil. As soon as a creature of any alignment other than chaotic evil enters this area, the snake statues scattered throughout areas B through G begin hissing loudly in alarm, alerting the entire Reliquary to the presence of intruders.

B. Grand Temple of Sertrous (EL 20)

The leaders of the Vanguard meet in this grand chamber to hear the teachings of their leader, to offer prayers and offerings to Sertrous, and to present captured treasures and religious texts. As the central chamber, it also serves as the primary point of defense. When the PCs reach this chamber, they are confronted with a band of Vanguard assassins and Seghulerak herself (see encounter 8–1, page 122).

This room provides the only entrance to the Inmost Vault (area H), an entrance that normally doesn't even exist. Carved into the ceiling of the chamber is the visage of an immense serpent. It can be commanded to open through the use of Dark Speech, by a *miracle* or *wish*, or with a password that can be found in area E. When opened, the jaws reveal a stone shaft leading up through the ceiling. No stairs or other means of ascent is apparent—flight (or Seghulerak's *air walk*) is the standard method of travel up to area H above.

In this chamber and in areas C through G stand statues of coiled serpents. These statues function as an alarm system and as guardians. A statue can make one attack of opportunity per round against a creature of any alignment other than chaotic evil that is within 5 feet, striking with a single bite attack.

C. Assassin's Hold

The assassins who guard the Reliquary from intrusion sleep and eat in this chamber. If the PCs invade the Reliquary without Seghulerak having a chance to prepare for them, the six Vanguard assassins begin here instead of in area B.

The secret door that leads to area G can be discovered with a DC 30 Search check and is protected by a *symbol of insanity* (Will DC 30).

RING OF AIRWALKING

Price (Item Level): 40,000 gp (17th)
Body Slot: Ring
Caster Level: 7th
Aura: Moderate; (DC 18) transmutation
Activation: —
Weight: —

This blue crystal ring allows the wearer to act as if continually under the effect of an *air walk* spell.

Prerequisites: Forge Ring, *air walk*.

Cost to Create: 20,000 gp, 1,600 XP, 40 days.

D. Pits of the Forsaken (EL 19)

The most important prisoners are kept in these pits, hateful holes that remain perpetually half flooded and infested with snakes. The warden of this prison is Seghulerak's cohort, a powerful marilith demon named Zuvexus (see encounter 8–2, page 124). Zuvexus wears a *ring of airwalking* (see sidebar) that allows her to move around the room with ease.

E. Heretic's Walk

This towering chamber is lined with bookshelves, upon which rest the collected lore stolen during dozens of crusades against the mortal realm. Many books are badly damaged, but they all share one theme—they are religious works stolen from countless razed temples. Characters who spend enough time in research can uncover the solution to any remaining mysteries that still vex them about the Vanguard, Sertrous, and his history. The password for operating the portal in area B to the Inmost Vault can be found here with a DC 30 Knowledge (the planes) check made after 1d6 hours of research. As in area C, the secret door that leads to area G can be discovered with a DC 30 Search check and is protected by a *symbol of insanity* (Will DC 30).

F. Apostle's Chambers

Seghulerak's chamber is decadent, with a haphazard decor of stolen artwork and furnishings from two dozen nations. Seghulerak spends increasingly little time here, kept busy with the work of leading the Vanguard to triumph. As in area C, the secret door that leads to area G can be discovered with a DC 30 Search check and is protected by a *symbol of insanity* (Will DC 30).

G. The Treasury

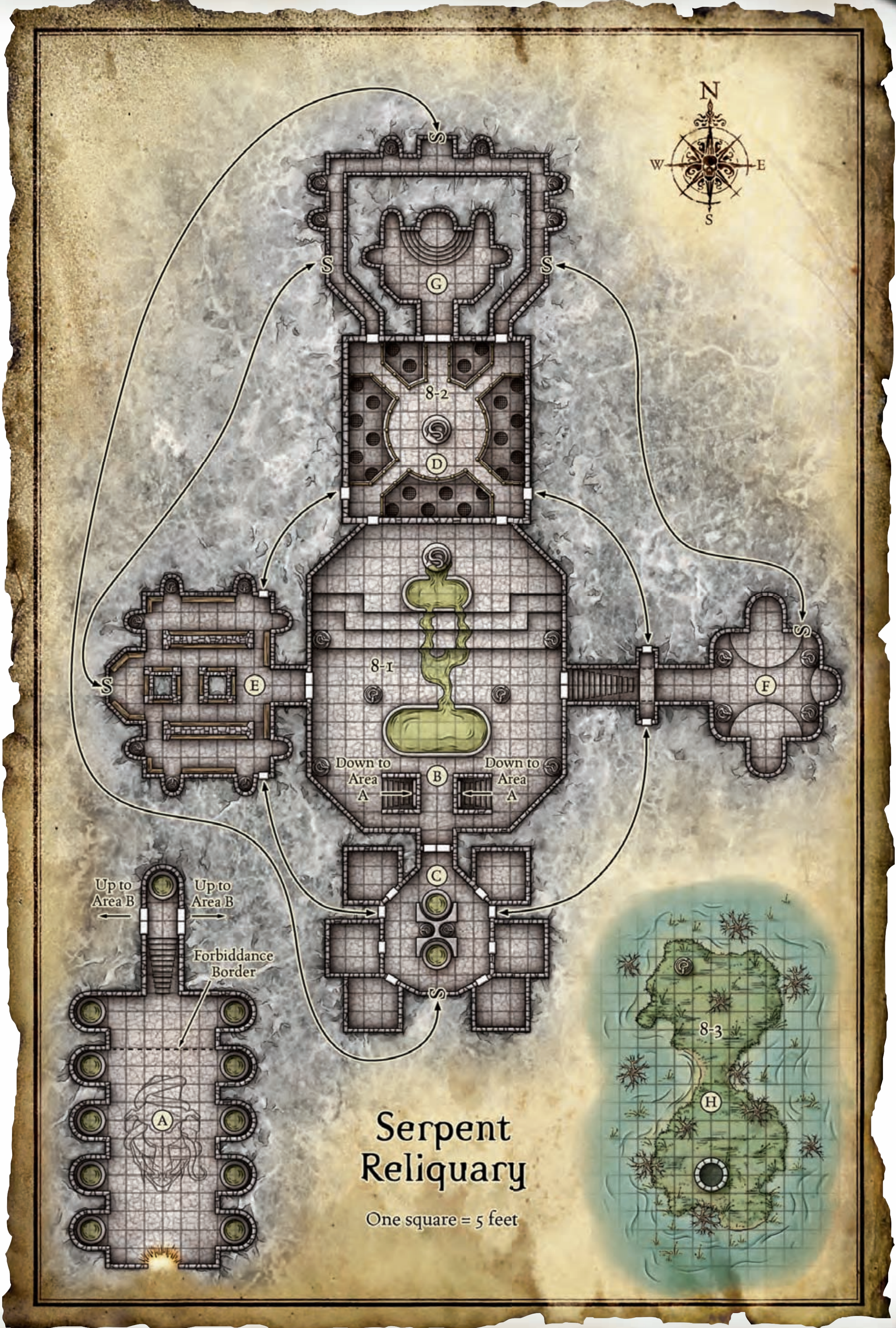
This room should represent the greatest single treasure that the PCs find during their entire adventuring career. The wealth here has accumulated over dozens of crusades and consists of coins, gems, and all manner of artwork and magic items. It's not unlikely that an artifact or two languishes here as well. You should tailor this treasure to the campaign, but it should represent at least 1,500,000 gp in value.

H. Inmost Vault (EL 23)

Upon passing through the portal in the ceiling of area B, a character must make a DC 25 Fortitude save to enter the Inmost Vault. A character who fails takes 2d6 points of Strength drain and is teleported to a prison in area D, while all his gear is teleported into the treasury (area G).

With a successful save, the character emerges from a well up into a strange realm. Unlike the other seven chambers, the Inmost Vault lies in an area bordered below by the tesseract the Reliquary is built upon. One could fly forever into the boundless gray skies above, but after a day's journey along the steaming festering fens of the ground here (regardless of the speed of the journey), a traveler finds himself in the Hungry Tarns of the Abyss.

Of more import, however, is the stone altar about 50 feet from the well, for upon it rests the skull of Sertrous—and next to it, the final guardian and First Heretic Avamerin (see encounter 8–3, page 126).


N
W
E
S
G
8-2
D
8-1
E
F
S
S
S
S
S
Down to Area A
B
Down to Area A
C
S
Up to Area B
Up to Area B
Forbiddance Border
A
8-3
H
Serpent Reliquary
One square = 5 feet

Grand Temple of Sertrous

Encounter Level 20

SETUP

This encounter begins as soon as the PCs enter area B. Seghulerak (S) waits to confront the PCs at the left of the headless snake statue of Sertrous. If the Reliquary is on alert, the Vanguard assassins hide behind the six smaller snake statues; otherwise, they come from area C at Seghulerak's command. The babaus and anacondas do not appear until Seghulerak summons them.

When the PCs enter the room, read:

The air in this large chamber carries an unpleasant stink, like a large reptile's den. A wide set of steps leads up to a platform at the far end of the room, in the middle of which looms an immense statue of a headless snake coiled as if to strike. Thick bubbling streams of glowing green fluid drain from the headless stump into a pool before it. Smaller statues of snakes with their heads intact stand along the walls. The churning green liquid in the pool at the base of the headless snake runs slowly over the lip, flowing down the steps in languid ribbons and draining into a larger pool. The ceiling arches to a height of 80 feet overhead, where an immense carving of a snake's leering visage peers down on the room below.

TACTICS

If forewarned, Seghulerak casts *antilife shell*, extended *death ward*, and *air walk* on herself. She wastes no time with threats once she sees the first PC, but immediately casts *blade barrier* down the center of the room between her and them. Over the next few rounds, she summons fiendish anacondas with her *summon monster* spells. If the PCs still haven't reached her in melee, she continues to fight using her ranged spells. As soon as she takes any damage, her contingent conjuration activates, calling a babau demon to her side. She is fond of moving into a pool of poison while constricting foes.

Four assassins move up to engage the PCs, using charge attacks from hiding (trying to use sneak attacks) and then moving to flank foes in the following rounds. The remaining two assassins hang back to observe PC spellcasters, launching death attacks 3 rounds later. If a poison pool or river is in reach, they take a move action to dip their falchions into the poison.

SEGHULERAK **CR 18**
hp 271 (24 HD)
See page 117 for statistics.

6 VANGUARD ASSASSINS **CR 13**
hp 87 (14 HD)

Yuan-ti pureblood ranger 3/assassin 7
CE Medium monstrous humanoid
Init +8; **Senses** darkvision 60 ft.; Listen +9, Spot +9
Languages Abyssal, Common, Draconic, Yuan-ti

AC 21, touch 15, flat-footed 17; improved uncanny dodge
SR 24
Fort +8, **Ref** +20, **Will** +7; +3 against poison, +2 against good or divine spells

Speed 30 ft. (6 squares)
Melee mwk falchion +15/+10/+5 (2d4+3)
Ranged *+2 composite longbow* +18/+13/+8 (1d8+4/19–20/×3) or
+2 composite longbow +16/+16/+11/+6 (1d8+4/19–20/×3) with Rapid Shot
Base Atk +12; **Grp** +14
Atk Options Point Blank Shot, Precise Shot, Rapid Shot, Thrall to Demon (+1 luck bonus while performing evil act 1/day), favored enemy humans +2, sneak attack +4d6
Special Actions death attack (DC 19)
Combat Gear *potion of fly*, *potion of haste*
Spell-Like Abilities (CL 4th):
At will—*animal trance* (DC 12), *cause fear* (DC 11), *charm person* (DC 11), *darkness*, *entangle* (DC 11)

Abilities Str 14, Dex 18, Con 14, Int 14, Wis 10, Cha 10
SQ *alternate form*, *detect poison*, poison use, wild empathy +3
Feats Abyss-Bound Soul[B], Alertness[B], Blind-Fight[B], Endurance[B], Evil Brand[B], Improved Critical (longbow), Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot[B], Stealthy, Thrall to Demon[B], Track[B]
Skills Bluff +7, Concentration +12, Diplomacy +0 (+2 against evil creatures), Disguise +14 (+19 impersonating a human), Hide +23, Intimidate +0 (+2 against evil creatures), Knowledge (religion) +9, Listen +9, Move Silently +23, Spot +9, Survival +8
Possessions combat gear, *+2 studded leather armor*, masterwork falchion, *+2 composite longbow* (+2 Str bonus) with 20 arrows, *ring of protection +1*

Alternate Form (Sp) A vanguard assassin can assume the form of a viper (size Tiny to Large) as with a *polymorph* effect, but it does not gain any hit points for changing forms.
Detect Poison (Sp) As the *detect poison* spell; at will; CL 6th.

SUMMONED BABAU **CR —**

hp 80 (7 HD); **DR** 10/cold iron or good

CE Medium outsider (chaotic, extraplanar, evil, tanar'ri)
Init +1; **Senses** darkvision 60 ft.; Listen +19, Spot +1
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 19, touch 11, flat-footed 18
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 14
Fort +12, **Ref** +6, **Will** +6

Speed 30 ft. (6 squares)
Melee 2 claws +14 each (1d6+7) and bite +12 (1d6+3)
Base Atk +7; **Grp** +14
Atk Options Cleave, Power Attack, sneak attack +2d6
Spell-Like Abilities (CL 7th):
At will—*darkness*, *dispel magic*, *see invisibility*, *greater teleport* (self plus 50 pounds of objects only)

Abilities Str 25, Dex 12, Con 24, Int 14, Wis 13, Cha 16
SQ protective slime
Feats Cleave, Multiattack, Power Attack
Skills Climb +17, Disable Device +12, Disguise +13, Escape Artist +11, Hide +19, Listen +19, Move Silently +19, Open Lock +11, Search +20, Sleight of Hand +11

Protective Slime (Su) A slimy red jelly coats a babau's skin. Any weapon that touches it takes 1d8 points of acid damage; this damage bypasses hardness. A magic weapon can attempt a DC 20 Reflex save to avoid the damage. A creature that strikes a babau with an unarmed attack, touch spell, or natural weapon takes this damage as well unless he succeeds on the Reflex save.

Sneak Attack (Ex) A babau can make a sneak attack like a rogue, dealing an extra 2d6 points of damage whenever a foe is denied his or her Dexterity bonus, or when the babau is flanking.

SUMMONED FIENDISH ANACONDA **CR —**

hp 85 (11 HD); **DR** 10/magic

Fiendish giant constrictor snake
CE Huge magical beast
Init +3; **Senses** darkvision 60 ft., scent; Listen +7, Spot +7
Languages Abyssal (cannot speak)

AC 15, touch 11, flat-footed 12
Resist cold 10, fire 10; **SR** 16
Fort +10, **Ref** +10, **Will** +4

Speed 20 ft. (6 squares), climb 20 ft., swim 20 ft.
Melee bite +15 (2d6+13)
Space 15 ft.; **Reach** 10 ft.
Base Atk +8; **Grp** +23
Atk Options constrict 1d8+12, improved grab, smite good 1/day (+11 damage)

Abilities Str 29, Dex 17, Con 17, Int 3, Wis 12, Cha 2
Feats Alertness, Improved Natural Attack (bite), Skill Focus (Hide), Toughness
Skills Balance +11, Climb +17, Hide +10, Listen +9, Spot +9, Swim +16

FEATURES OF THE AREA

Lighting: This area is bathed in shadowy illumination from the glowing poison.

Poison: Any character in a square that contains the green fluid must make a DC 15 Reflex save to avoid touching the poison (contact, Fort DC 22, one negative level/1d4 negative levels). Chaotic evil creatures are unaffected.

Pools of Poison: Both pools of poison are 5 feet deep; each has the same effect as the poison river above. A creature immersed in the poison has a –4 penalty on saves to resist the poison.

Serpent Statue: 10 feet thick; AC 3; hardness 9; 2,000 hp; break DC 50; Climb DC 15. The statue of Sertrous is made of stone and can provide cover, but it is not dangerous.

Statue of Sertrous: The six smaller statues of Sertrous are all traps.

Serpent Guardian Trap: CR 14; magic device; proximity trigger (*detect chaos*, *detect good*; automatic reset; Atk +24 melee (bite, 2d6+10 plus poison); poison (Fort DC 25, 3d6 Con/3d6 Con); Search DC 40; Disable Device DC 40; AC 3; hardness 10; hp 120.

Steps: A creature standing on steps is on higher ground (and gains a +1 bonus on attacks against creatures on the floor). A creature on the dais at the northern end of the room is on higher ground than a creature on the steps.



Pits of the Forsaken

Encounter Level 19

SETUP

This encounter occurs as soon as the PCs enter area D. You can also use this encounter if any PCs are captured near the end of a Sertrous-themed campaign. Engineering an escape from the prison pits should be difficult, but might make for an interesting late-campaign twist as the PCs move through the Reliquary in search of their gear (which is stored in area G).

Zuvexus begins inside the illusory statue in the center of the room.

When the characters enter the room, read:

The ceiling of this room rises to a dome of scintillating scales 30 feet above, as if the entire dome had been decorated with the hide of an impossibly huge emerald snake. The floor drops away to a depth of 30 feet. Nearly two dozen 5-foot-wide pits pock the floor, each sealed with a grate of black metal. Thousands of snakes writhe and slither along the floor, and although they crawl across the pit gratings, they never slide down inside. Five balconies overlook the floor, one in each corner and a fifth against the center of one wall. Graceful bridges extend from the balconies to a floating circular platform in the center of the room, on which looms a large stone statue of a headless snake.

TACTICS

The viper swarms should be little more than a nuisance to high-level PCs, but the real menace is a considerable threat. Zuvexus is Seghulerak's cohort, and when her mistress is in the Reliquary, it is the marilith's duty to serve as warden.

She waits patiently, hidden inside the illusory statue of Sertrous in the middle of the room. She can see through the illusion with her true seeing ability. When the PCs enter, she attempts to summon 1d4 hezrous. She then drinks a *potion of barkskin +4*. In the third round, she uses *project image* to place an image of herself on one of the corner balconies, then uses her spell-like abilities to harry the PCs, creating *blade barriers* and using *telekinesis* to force PCs through the barrier and off the balcony. When forced into melee, she uses her *wand of haste* and activates a dervish dance. Then, with the aid of *air walk*, she takes advantage of her high speed and ability to make full attacks while moving. She fights to the death.

Features of the Area

Lighting: This area is dark.

Balconies/Bridges: The balconies have no railings; a fall off one of them causes 3d6 points of damage and immediately exposes the victim to the carpet of snakes.

Illusory Statue: The statue of Sertrous in the middle of the room is a *permanent image* (CL 20th). The statue is large enough for a Large or smaller creature to hide within.

Prison Pits: An adamantine grate seals the top of each pit. The grate cannot be opened; prisoners are placed in the pits using *teleport* spells. The shaft of each pit drops 20 feet and is warded with a *forbiddance* spell (CL 15th, Will DC 28). At the base, each shaft opens into a cubical cell; most cells are 7 feet square, but three are larger (15 feet square) for larger prisoners. Feel free to stock these prison cells with prominent NPCs that have been captured by the Vanguard in the campaign.



Zuvexus CR 19

hp 267 (18 HD); **DR** 10 good and cold iron

Female marilith dervish[CW] 2
CE Large outsider (chaotic, extraplanar, evil, tanar'ri)
Init +6; **Senses** darkvision 60 ft., true seeing; Listen +30, Spot +30
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 34, touch 19, flat-footed 28; Dodge, Mobility
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 25
Fort +20, **Ref** +19, **Will** +16

Speed 45 ft. (6 squares); *air walk*
Melee *+1 wounding scimitar* +30/+25/+20/+15 (1d8+12/15–20 plus 1 Con) and
5 *+1 scimitars* +30 each (1d8+6/15–20) and
tail slap +23 (4d6+5)
Space 10 ft.; **Reach** 10 ft.
Base Atk +18; **Grp** +33
Atk Options Combat Expertise, constrict 4d6+18, improved grab
Special Actions dervish dance 1/day, *summon tanar'ri*
Combat Gear *wand of cure serious wounds* (23 charges), 3 *potions of barkskin +4*, *wand of haste* (44 charges), scroll of *heal*, scroll of *greater restoration*
Spell-Like Abilities (CL 16th):
At will—*align weapon*, *blade barrier* (CR 24), *magic weapon*, *project image* (DC 25), *see invisibility*, *telekinesis* (DC 23), *greater teleport* (self plus 50 pounds of objects only), *unholy aura* (DC 26)

Abilities Str 33, Dex 22, Con 31, Int 18, Wis 16, Cha 26
SQ movement mastery, slashing blades
Feats Combat Expertise, Combat Reflexes, Dodge, Improved Critical (scimitar), Mobility, Multiweapon Fighting, Weapon Focus (scimitar)
Skills Bluff +27, Concentration +29, Hide +21, Intimidate +29, Knowledge (religion) +9, Listen +30, Move Silently +25, Perform (dance) +23, Sense Motive +22, Spellcraft +15, Spot +30, Tumble +25, Use Magic Device +27 (+29 scrolls)
Possessions combat gear plus *+1 wounding scimitar*, five *+1 scimitars*, *ring of protection +2*, *ring of airwalking*, platinum snake earrings worth 5,000 gp, 12 gold rings set with precious stones (worth 1,000 gp each), 8 silver and jade bracelets (worth 500 gp each)

True Seeing (Su) As the *true seeing* spell; continuous; CL 16th.
AC Bonus (Ex) As a dervish, Zuvexus gains a +1 bonus to her AC as long as she's not wearing medium or heavy armor and not carrying a shield. She loses this bonus when she is immobilized or helpless.
Fast Movement (Ex) Zuvexus has a +5-foot enhancement bonus to her speed.
Constrict (Ex) Zuvexus deals 4d6+18 points of damage with a successful grapple check. A constricted creature must make a DC 29 Fortitude save or lose consciousness for as long as it remains in her coils and for 2d4 rounds thereafter.
Improved Grab (Ex) Zuvexus can start a grapple as a free action without provoking attacks of opportunity whenever she hits an opponent with her tail slap attack. If she succeeds on the grapple check, she can constrict.
Dervish Dance (Ex) Once per day, Zuvexus can become a whirling dancer of death. While in this dance, she can take a full attack action (for melee attacks only) and still move up to her speed as long as she moves a minimum of 5 feet between each attack (and does not return to a square she just left). She gains a +1 bonus on damage rolls with slashing weapons while dervish dancing, and can do so only when wielding a slashing weapon and not wearing medium or heavy armor. While dervish dancing, she cannot use skills or abilities that require concentration or standing still, but she can use Combat Expertise. The dance lasts for 1 round for every 2 ranks of Perform (dance)—thus, Zuvexus can dance for up to 7 rounds. She becomes fatigued for the duration of the encounter once her dance ends.
Summon Tanar'ri (Sp) Once per day, Zuvexus can attempt to summon 4d10 dretches, 1d4 hezrous, or one nalfeshnee with a 50 % chance of success, or one glabrezu or another marilith with a 20% chance of success.
Movement Mastery (Ex) Zuvexus can take 10 when making Jump, Perform (dance), or Tumble checks, even when threatened or distracted.
Slashing Blades (Ex) Zuvexus treats scimitars as light weapons.

16 Viper Swarms CR 3

hp 27 each (5 HD)

Diminutive animal (swarm)
Init +6; **Senses** low-light vision, scent; Listen +7, Spot +7

AC 16, touch 12, flat-footed 14
Immune critical hits, flanking, spells that target a specific number of creatures, weapon damage
Fort +5, **Ref** +6, **Will** +2
Weakness 150% damage from area effects, susceptible to high wind

Speed 15 ft. (3 squares), climb 15 ft.
Melee swarm (1d6 plus poison)
Space 10 ft.; **Reach** 0 ft.
Base Atk +3; **Grp** —
Atk Options distraction, poison (Fort DC 15, 1d4 Con/1d4 Con)

Abilities Str 1, Dex 15, Con 12, Int 1, Wis 12, Cha 2
Feats Ability Focus (poison), Improved Initiative
Skills Balance +10, Climb +12, Hide +8, Listen +7, Spot +7

Distraction (Ex) Any living creature that begins its turn with a viper swarm in its space must succeed on a DC 13 Fortitude save or be nauseated for 1 round.

Inmost Vault

Encounter Level 23

SETUP

Avamerin spends all his time here in morbid contemplation while the Vanguard is unleashed on the world; he ventures out only when he needs to select a new agent. The corrupted planetar stands near the skull of Sertrous. Sertrous himself does not appear until the PCs defeat Avamerin, either by slaying him or otherwise incapacitating him to the point where he can no longer guard the Inmost Vault. At this point, Sertrous is forced to resurrect as his aspect, rather than in his true form. In this form, the PCs might have a chance to defeat him. Four golothoma demons writhe up out of the bog around the island to join the fray at this time as well.

When the characters enter the vault, read:

The shaft opens into a vast bog dotted here and there with sick, twisted trees nourished on whatever their bulging roots can pull from the rancid waters. Clouds of gnats buzz in the air, and the sky above is the featureless gray of an overcast day. The air is choking in its foulness. The shaft's exit rises from a low well at one end of an hourglass-shaped area of soggy peat. At the other end sits a slightly crooked and cracked pillar, atop of which rests the skull of a snake with five jaws arrayed around the head like the petals of a dead rose.

AVAMERIN **CR 20**

hp 250 (20 HD); regeneration 10; **DR** 10/evil

Advanced elite planetar
CE Large outsider (angel, extraplanar, good)
Init +10; **Senses** darkvision 60 ft., low-light vision; Listen +28, Spot +28
Aura corrupted aura (20 ft.)
Languages Celestial, Infernal, Draconic; tongues

AC 41, touch 14, flat-footed 37
Immune acid, cold, critical hits, petrification, sneak attacks
Resist electricity 10, fire 10; **SR** 30
Fort +20, **Ref** +18, **Will** +19; +4 against poison

Speed 30 ft. (6 squares), fly 90 ft. (good)
Melee *+3 speed greatsword* +34/+34/+29/+24/+19 (3d6+21/17–20)
Space 10 ft.; **Reach** 10 ft.
Base Atk +20; **Grp** +33
Atk Options Improved Bull Rush, Improved Sunder, Power Attack
Special Actions Dark Speech
Cleric Spells Prepared (CL 17th):
9th—*gate*, *implosion*[D] (DC 26)
8th—*cloak of chaos*[D] (DC 25), quickened *death ward*, *fire storm* (DC 25)
7th—quickened *cure serious wounds*, *destruction* (DC 24), *disintegrate*[D] (+25 ranged touch, DC 24), quickened *dispel magic*
6th—*antilife shell*, *greater dispel magic*, *harm*[D] (DC 23), *heal* (2), quickened *sound burst* (DC 19)
5th—*greater command* (DC 22), *mass inflict light wounds*[D] (DC 22), quickened *divine favor*, *righteous might*, quickened *shield of faith*, *slay living* (+31 melee touch, DC 22)
4th—*chaos hammer*[D] (DC 21), *cure critical wounds* (2), *divine power*, *freedom of movement*, *inflict critical wounds* (DC 21), *poison* (+31 melee touch, DC 21)
3rd—*bestow curse* (+31 melee touch, DC 20), *contagion*[D] (+31 melee touch, DC 20), *cure serious wounds* (4), *protection from energy*, *searing light* (+25 ranged touch)
2nd—*calm emotions* (DC 19), *cure moderate wounds* (4), *hold person* (DC 19), *shatter*[D] (DC 19), *silence* (DC 19)
1st—*command* (DC 18), *cure light wounds* (4), *deathwatch*, *inflict light wounds*[D] (+31 melee touch, DC 18), *sanctuary* (DC 18)
0—*cure minor wounds* (2), *guidance* (2), *mending* (2)
D: Domain spell; *Domains:* Chaos, Destruction
Spell-Like Abilities (CL 17th):
At will—*continual flame*, *dispel magic*, *holy smite* (DC 20), *invisibility* (self only), *lesser restoration*, *remove curse* (DC 19), *remove fear*, *speak with dead* (DC 19)
3/day—*blade barrier* (DC 22), *flame strike* (DC 21), *polymorph* (self only), *power word stun*, *raise dead*, *waves of fatigue*
1/day—*earthquake* (DC 24), *greater restoration*, *mass charm monster* (DC 24), *waves of exhaustion*

Abilities Str 34, Dex 22, Con 26, Int 20, Wis 24, Cha 22
Feats Dark Speech, Improved Bull Rush, Improved Critical (greatsword), Improved Initiative, Improved Sunder, Power Attack, Quicken Spell
Skills Bluff +18, Concentration +31, Diplomacy +31, Hide +29, Intimidate +31, Knowledge (arcana) +28, Knowledge (history) +28, Knowledge (religion) +28, Knowledge (the planes) +28, Listen +30, Move Silently +29, Sense Motive +30, Search +28, Spot +30
Possessions *+3 heavy fortification mithral breastplate*, *+3 speed greatsword*, *belt of giant strength +6*

Corrupted Aura (Su) Avamerin's protective aura has become corrupted. It now provides a –4 penalty to AC and a –4 penalty on saving throws to anyone but the planetar within 20 feet. This aura suppresses any protection from evil effects within its reach. This aura can be dispelled, but the angel can create it again as a free action on its next turn.

Regeneration (Ex) A planetar takes normal damage from evil-aligned weapons and from spells and effects that have the evil descriptor.

When Avamerin is defeated, read:

The deformed angel has but a moment to register surprise before his expression twists into a knot of pain. His scream has barely begun before his head further deforms into that of a snake with five jaws and extends from his body on a blood-streaked serpentine neck. Then, as the immense snake within coils and flexes, the angel's ruined body flies apart in a kaleidoscopic burst of flesh and bone. Where once stood a humanoid foe now coils something far more monstrous, a shape the mind refuses to accept.

ASPECT OF SERTROUS **CR 22**
hp 379 (23 HD); fast healing 10; **DR** 20/cold iron and lawful
See page 115 for statistics

4 GOLOTHOMAS **CR 16**
hp 243 each (18 HD); fast healing 10; **DR** 15/cold iron and lawful
See page 118 for statistics

TACTICS

When Avamerin becomes aware of the PCs' arrival, he greets them with a friendly but tired welcome, congratulating them on achieving the Inmost Vault of the Serpent Reliquary. He then apologizes to the PCs, informing them that there is no Sertrous—there never was. The Vanguard was a sham, and the infestation of serpents is a trial placed upon the world by the gods as a test to mortal life. Avamerin proudly proclaims the PCs the saviors of their world and congratulates them on proving to the gods that mortal life can indeed stand against such horror and peril. He then offers to send the PCs back to their homes; if the PCs accept, he casts *gate* to open a portal for them.

Of course, these are all lies. Avamerin is merely attempting to convince the PCs to leave the Inmost Vault so that he can flee to somewhere else with the skull of Sertrous and rebuild his lair. Whether the *gate* actually leads back to the PCs' home or to a horrific layer of the Abyss cunningly disguised to look like their home is up to you.

If the PCs attack (as Avamerin expects), the fallen planetar does his best to slay them all. As he attacks, his true nature slithers into being; he is not the handsome angel the PCs initially spoke to, but a hunchbacked creature with scaly skin and a partially serpentine face, complete with forked tongue. Although he has a large number of spell-like abilities, he prefers to fight in melee, resorting to spells only to defend himself or strike at foes beyond his immediate reach. He makes liberal use of his quickened spells in the first few rounds of combat.

When Avamerin is slain, Sertrous is forced to manifest to defend himself. The demon lord uses the body of his first and greatest minion to fuel the manifestation of his avatar, and he calls upon four golothomas to aid him in the battle as well. Sertrous uses Awesome Blow to hurl PCs into the diseased trees to cause explosions of poisonous spores.

CONCLUSION

With the defeat of the aspect of Sertrous, the PCs slay the obyrith lord for the second time. Since they have prevented his return to the Abyss where he can rebuild his true form, what becomes of Sertrous's spirit is up to you. When the PCs return to their world, they find the infestation brought about by Sertrous's presence already fading.

FEATURES OF THE AREA

Diseased Tree: These soaking and shuddersome trees can provide cover, but any attempt to climb them results in great swaths of diseased wood and bark coming away by the handful. This action or any solid blow struck against a tree unleashes a cloud of green spores in a 10-foot-radius spread. All creatures in this area must succeed on a DC 20 Fortitude save or take 1d6 points of Constitution damage and become nauseated for 1d6 rounds. A successful save indicates the victim is merely sickened for 1d6 rounds. Creatures that are immune to disease or poison are immune to this effect.

Deep Bog: These spaces cost Medium or larger creatures 4 squares of movement to enter. Small and smaller creatures must swim to enter these spaces.

The water provides cover for Medium or larger creatures, while Small and smaller creatures receive improved cover (+8 bonus to AC, +4 bonus on Reflex saves). Medium or larger creatures can crouch to gain improved cover. Creatures that have improved cover take a –10 penalty on attacks against creatures not underwater.

Tumble checks are impossible in deep bog, and the DC of Move Silently checks increases by 2.

Shallow Bog: These squares cost 2 squares of movement to enter. The DC of Tumble checks in these squares increases by 2.





Illus. by M. Coimbra

"The Worm that Walks is known by many names, though of them all, Kyuss is the one true name—the most common, the most reviled, and the most feared."

—Edwin Tolstoff

The Worm that Walks is a shifting mass of maggots and worms filled with the psychic imprint of a demigod named Kyuss. Slain in another age, the Worm that Walks yearns to return and seize the world in its wriggling grasp, ushering in the world's last age.

BACKGROUND

There are a great many uncertainties and contradictions when it comes to the elder evil known as the Worm that Walks. One thing all agree upon is its identity: It can be none other than Kyuss, the sire of many despicable creatures plaguing the world. This name holds dreadful import not because of any remembered atrocity attributed to his name, but because of the things serving him still. His minions are numerous, ranging from grotesque undead to hideous aberrations. It is these servants mortals have come to revile, and they extend their loathing to the Worm that Walks for his part in bringing them into being.

Scholars of forbidden lore claim that Kyuss walked the earth in an ancient era, long before the oldest kingdoms of the modern day. This time was one of great evil, when humanity dabbled with the blasphemous arts and served the dark gods. Kyuss was either a mortal necromancer of considerable talent or an evil god's ranking priest. **(Knowledge [religion] DC 25)**

The most common theory claims that Kyuss was so wicked even his decadent society exiled him, casting him out because he dabbled in forbidden arts and spoke ominous prophecies of an impending final age. Rather than languishing as an outcast, he became a prophet and drew to him followers who clamored to hear his grim words. They saw him as the gods' servant, if not a god in his own right, and believed it they curried his favor, he would shelter them from the horrific age he promised would come. **(DC 30)**

Kyuss discovered the ruins of a dead civilization. The structures that remained bore many strange writings, depictions of human sacrifice, and six-armed tyrants ruling over all. Kyuss claimed this site for his own and commanded his people to rebuild the city from the wreckage. **(DC 35)**

Although he ruled as god and king, the disturbing visions and his own discontentment urged him to seek greater power, to find some way to transcend the mortal flesh and become more than a man, to become a true god. His path was clear when his followers discovered ancient metal plates, which held terrible secrets but also confirmed every prophetic word he had spoken. **(DC 40)**

Through these inscriptions, he discovered the incantation to let him transcend mortality at a terrible price—the lives of his congregation. For this prophet, no price was too high, and on one bloody night he instructed his priests to round up the followers and slaughter them all. When they finished, Kyuss murdered the murderers. With the blood of thousands staining his hands, he turned to the great obelisk his servants had pulled from the earth and intoned the words to begin his transformation. When he was finished, he stepped into the stone, fusing his essence with the foul rock, gaining and losing his divinity in one moment. He was neither mortal nor god—he was something far worse. **(DC 45)**

GOALS

Kyuss hungers for conquest. Trapped within his prison, his fractured mind conceives and discards innumerable plots to escape. No idea is sufficient to break his bonds, no trick shrewd enough to let him slip free. Instead, he beats against the walls and howls with a thousand voices. **(Knowledge [religion] DC 25)**

Aside from the confinement he endures, his frustration stems from the knowledge that, if he could break free, he would set in motion the events to lead up to the last age of mankind—the mysterious Age of Worms. Throughout his long life, he has caught glimpses of this time when he is the master, the lord and ruler of all things. He covets this end, for he knows by achieving it he will rise in power and attain the godhood he seeks. **(DC 30)**

THE WORM THAT WALKS IN THE CAMPAIGN

The Worm that Walks is easy to incorporate into a campaign because of its association with several lesser creatures such as the spawn of Kyuss, the avolakia, and the ulgurstasta. Using these adversaries helps plant the seed of Kyuss in your players' minds so when you reveal the elder evil's true nature, it's a logical resolution for the campaign.

TIMELINE

Use the following timeline as a guide for constructing a campaign where the Worm that Walks figures in as a principal villain. This campaign incorporates information found in *Exemplars of Evil*. If you do not have this supplement, you can substitute other characters and adventure hooks.

EL 3 (Faint Sign): Sealed away in his prison beneath his family estate, Edwin Tolstoff urges his grandchildren to kill their mother and become his servants. He uses his heirs to release him from his vault (see *Exemplars of Evil*).

As this terrible act occurs, spawn of Kyuss (*MM2* 186) appear. From old dungeons, ruins, and forgotten castles, these undead spread through the land, and numerous rewards can be claimed for defeating this new infestation.

EL 6: The characters find themselves drawn into a murder mystery while spending some time in a large city. They identify the killer as a wicked wererat whisper gnome named Draen. This knowledge leads the characters to the lycanthrope's mistress, Katarin Tolstoff, who flees to escape the adventurers. If the PCs follow her, they come upon her family's castle, where they face terrifying obstacles and see a glimpse of what horror shall awaken later in the campaign.

EL 9 (Moderate Sign): Weeks later, the characters are back in the large city when they hear reports of citizens vanishing from the streets, their homes, and even their beds. The mood is sullen, and the locals are demanding that the mayor do something about the kidnappings. Since the characters were so helpful the last time they were there, the mayor approaches them about his predicament. If the PCs become involved, they track the missing citizens to a temple buried below the city. There, a mad avolakia (*MM2* 28) infects the captives with bright green worms to transform them into spawn of Kyuss. Even if the PCs defeat this villain and thwart its plans, rumors tell of similar disappearances occurring all over the nation.

EL 12: Months later, the player characters come to another city for training, rest, and to resupply. When one of the spellcasters goes to the wizards' guild to purchase magic items or stock his spellbook, he finds the place is empty. Investigation reveals that the place has been ransacked and the wizards and staff have been transformed into undead horrors. While fighting the undead, the PCs rescue a few survivors, who provide a description of the thief: Edwin. They reveal that although an assortment of smaller items were taken, the most devastating loss was a *well of many worlds*.

EL 15 (Strong Sign): By now, the spawn of Kyuss have infested the countryside, wreaking havoc with smaller communities and besieging cities. Panic rules the land and people take desperate measures to protect themselves and their families. The Herald of Kyuss, at Edwin's behest, seeks out the PCs, posing as an NPC ally the characters met earlier. He claims that the true culprit behind the unusual phenomena is a powerful wild mage named Emirikol the Chaotic. The Herald "believes" the wizard intends to plunge a *sphere of annihilation* into the *well of many worlds* and thus erase the world and perhaps all worlds. He asks

SIGN: INFESTATION

Vermin swarm out from Wormcrawl Island under the influence of the obelisk.

The following guidelines apply to encounters involving the PCs.

Faint: There is a 10% chance each week of encountering four Medium monstrous centipedes or a centipede swarm (depending on party level).

Moderate: As faint, but the check is once per day and the creatures are three centipede swarms or six Gargantuan monstrous centipedes.

Strong: As moderate, but the check occurs one every 1d4 hours and the creatures are three purple worms or six remorhazes.

Overwhelming: As strong, but the check frequency is once per hour and the chance increases to 20%.

the characters to accompany him to Emirikol's tower and confront the wizard. In truth, this is all a ruse, for while the PCs fight Emirikol, Edwin slips in and steals the *talisman of the sphere*.

EL 18 (Overwhelming Sign): Edwin requires one more item to free his master: the *sphere of annihilation*. After torturing a few sages, he learns the artifact lies within the fabled crypt of Acererak: the Tomb of Horrors. Knowing this dungeon's reputation, he anonymously hires the PCs to clear the way. As the adventurers contend with the various tricks and traps, Edwin follows behind. Just as they come to the *sphere of annihilation*, Edwin seizes control of the artifact, revealing that he has the *talisman of the sphere*. Once he gains control, he escapes and flees to Wormcrawl Island, where he intends to free his master. The PCs have only one chance to stop Edwin before he reaches the island.

Worm that Walks in Eberron

For centuries, the Lords of Dust conspired to release the Worm that Walks from its prison. According to their histories, an overlord named Katashka fused its essence with a human wizard named Kyuss, and the result of their joining was apotheosis. Before Kyuss-Katashka could spread woe and death, it was imprisoned, sealed away in the depths of Khyber. This sinister group has worked ever since to unleash the being from its prison and beget the world's final age.

Wormcrawl Island is one of the many islands making up Shargon's Teeth off the northern coast of Xen'drik. Local sailors refuse to sail near it, believing it cursed. In fact, many fringe groups among the drow claim that the avatar of the scorpion god dwells here, and to set foot there invites the wrath of his terrifying servants.

Worm that Walks in Faerûn

An obscure cadre of ex-clerics banded together to find some way to restore their fallen gods to power. Consisting of Bane, Bhaal, and Myrkul's priests, they have an uneasy alliance, setting aside their differences to work toward their common goal, though treachery is never far from their minds. Having acquired a few rare manuscripts, they have come to believe the Worm that Walks contains a divine spark that, if harnessed, could restore life to their fallen gods.

Among the bold sailors who brave the great crossing to and from Maztica, there are legends of Wormcrawl Island, a terrifying place far from any charted waters. Those searching for its location find little to aid them, for even the elves of Evermeet do not speak of it except to warn that it harbors a great and terrible evil.

The Age of Worms Campaign

DUNGEON Magazine's *Age of Worms* adventure path describes Kyuss's emergence as heralding the start of a new age of despair. The material in this chapter was not written to contradict what's presented in this campaign, but certain elements are different. If you're running *Age of Worms*, you can make use of many of the plot elements provided in this chapter as well as the characters and locations to create even more adventure possibilities.

Worm that Walks

The Worm that Walks is hideous. Standing over 30 feet tall and composed of writhing maggots and worms held together by pure hatred, it has the shape of a tall giant. Each worm making up its form contains a fragment of Kyuss's personality, so when combined it functions as Kyuss did in life.

Although the Worm that Walks has little need for modesty, it hides its gruesomeness beneath a blackened cloak made from the flayed hides of those Kyuss sacrificed before his transformation. The light from two blazing red eyes pierces forth from under the hood.

Worm that Walks — CR 20

hp 475 (25 HD); regeneration 10; **DR** 15/epic and good

CE Huge aberration
Init +6; **Senses** blind, blindsight 500 ft., true seeing; Listen +54
Aura frightful presence (60 ft., DC 32)
Languages telepathy 1,000 ft., tongues

AC 38, touch 30, flat-footed 36
Immune anathematic secrecy (malefic property), electricity, gaze attacks, illusions, visual effects, poison, sleep, paralysis, stunning, critical hits, flanking, elder evil immunities (page 6)
Resist cold 20, fire 20; **SR** 32
Fort +19, **Ref** +10, **Will** +20

Speed 50 ft. (10 squares), burrow 50 ft., climb 50 ft., swim 50 ft.
Melee 2 slams +36 each (4d6+20/19–20)
Space 15 ft.; **Reach** 15 ft.
Base Atk +18; **Grp** +46
Atk Options Power Attack, epic strike, worm-smite
Special Actions create spawn, discorporate, frightful presence, *summon scion*
Sorcerer Spells Known (CL 18th; 1d20+22 to overcome SR):
9th (3/day)—*dominate monster* (DC 28)
8th (6/day)—*avascular mass*[SC] (+18 ranged touch, DC 26), *greater arcane fusion*[CM]
7th (7/day)—*banishment* (DC 25), *insanity* (DC 26), *waves of exhaustion*
6th (7/day)—*chain lightning* (DC 24), *disintegrate* (+18 ranged touch), *greater dispel magic*
5th (7/day)—*feeblemind* (DC 24), *hold monster* (DC 24), *miasma of entropy*[SC] (DC 23), *mind fog* (DC 23)
4th (8/day)—*enervation* (+18 ranged touch), *Evard's black tentacles, greater invisibility, ice storm*
3rd (8/day)—*blink, haste, lightning bolt* (DC 21), *protection from energy*
2nd (8/day)—*bull's strength, cat's grace, detect thoughts* (DC 20), *false life, shatter* (DC 20)
1st (8/day)—*chill touch* (+36 melee touch, DC 19), *expeditious retreat, mage armor, shield, true strike*
0 (6/day)—*arcane mark, detect magic, ghost sound* (DC 18), *mage hand, message, open/close, prestidigitation, read magic, touch of fatigue* (+36 melee touch, DC 18)

Abilities Str 50, Dex 15, Con 32, Int 18, Wis 22, Cha 27
SQ nondetection, sign (infestation)
Feats Greater Spell Penetration, Improved Critical (slam), Improved Initiative, Power Attack, Spell Focus (enchantment), Spell Penetration, Sudden Empower[CAr]*, Sudden Maximize[CAr]*, Sudden Widen[CAr]*
* These feats allow the Worm that Walks to apply the effect of Empower Spell, Maximize Spell, and Widen Spell each once per day without increasing casting time.

Skills Balance +22, Climb +28, Concentration +39, Escape Artist +50, Hide +42, Jump +28, Listen +54, Move Silently +50, Spellcraft +24, Use Rope +2 (+6 bindings)

True Seeing (Su) As the true seeing spell; continuous; caster level 20th.

Frightful Presence (Su) The Worm that Walks inspires terror whenever it uses its worm-smite. Affected creatures must succeed on a DC 30 Will save or become shaken, remaining so as long as they stay within 60 feet of the Worm that Walks. A creature that saves cannot be affected by the Worm's frightful presence for 24 hours.

Tongues (Su) As the *tongues* spell; continuous; caster level 20th.

Worm-Smite (Ex) Once every 5 rounds, the Worm that Walks can make a standard melee attack to deliver a worm-smite. A creature struck by this attack must succeed on a DC 33 Reflex save or become covered in ravenous worms. On the Worm's next turn and every turn thereafter, the target takes 10d8 points of slashing damage as the worms consume the victim's flesh and burrow into its organs. The worms remain until destroyed or removed—or until the target is slain, indicating the worms have devoured their victim.

A target can use a full-round action to attempt to remove the worms. Escaping requires a DC 33 Reflex save. Rolling on the ground—and thus crushing the worms—provides a +2 circumstance bonus on the save. Dealing at least 20 points of fire damage destroys the worms, but deals the same amount of damage to the victim as well. Conjuration (teleportation) spells or spell-like effects can also extricate the target from the worm-smite. The save DCs are Constitution-based.

Constructs, elementals, oozes, and creatures of the incorporeal subtype are immune to this ability.

Create Spawn (Su) A humanoid or monstrous humanoid of Medium or smaller size killed by the Worm that Walks rises after 1d4 rounds as a spawn of Kyuss (MM2 186) under the Worm's control. It does not possess any of the abilities it had in life.

Discorporate (Ex) As an immediate action, the Worm that Walks can discorporate, collapsing into a pile of slithering vermin. There's one Fine worm (AC 20, 1 hp each) for each hit point the Worm that Walks possessed prior to discorporating. In the round it uses this ability, the worms fall to the ground, filling the Worm's space. Unless each worm is destroyed within 1 round, the writhing worms burrow into the earth or slither away using the Worm's various forms of movement. As long as any component vermin survives, the Worm that Walks can, within 24 hours, breed and create a new body to house its malicious essence.

Summon Scion (Sp) The Worm that Walks can summon a scion of Kyuss (see page 140) up to three times per day.

SPAWN OF KYUSS

Spawn of Kyuss are described in *Monster Manual II*. If you do not have this supplement, you can use zombies in their place, but give them the bestow worm ability (page 138).



The Worm that Walks

Illus. by Izzy

This effect is the equivalent of an epic spell. The scion remains for up to 1 hour.

Anathematic Secrecy (Su) The Worm that Walks is immune to all divine divination spell effects.

Nondetection (Su) As the *nondetection* spell, always active; caster level 20th.

Skills The Worm that Walks has a +20 racial bonus on Balance, Escape Artist, Hide, Listen, and Move Silently checks.

EDWIN TOLSTOFF

"Think I like this accursed form? No. I detest it. Through my service, I hope for only one outcome: freedom."

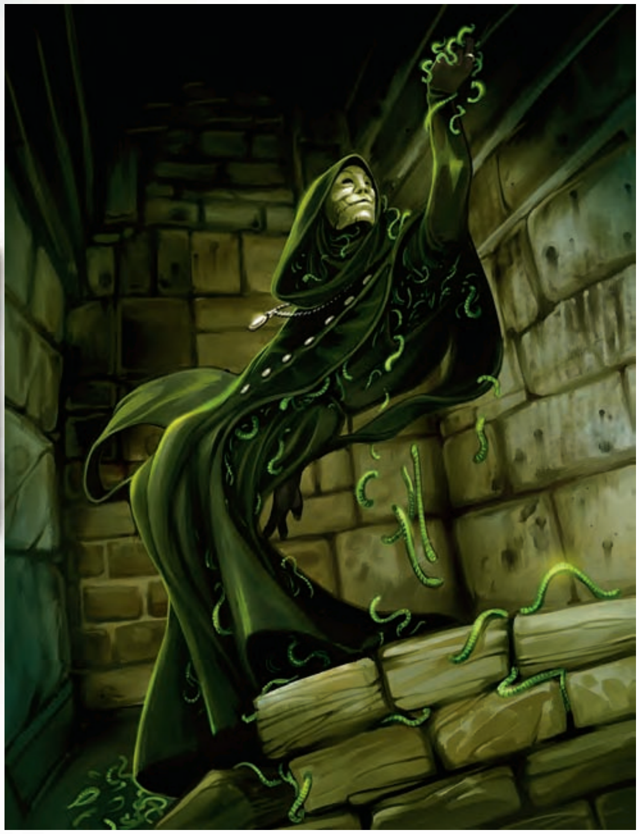
—Edwin Tolstoff

When Edwin Tolstoff earned Kyuss's favor, he also gained his new master's form. Edwin is a mirror of Kyuss. He harbors great magical power within his body of wriggling vermin.

GOALS

Edwin Tolstoff was never satisfied with standard magical studies and turned toward darker pursuits, joining a secret cult of Nerull, god of death, and murdering colleagues to snatch their stores of mystical knowledge. His treachery and lust for learning earned the Worm's attention and his new accursed form.

Like many who bear the burden of service to an elder evil, Edwin wants escape, but his destiny was ever bound the moment he learned of Kyuss's true nature. He believes the means to restore his form lies in the release of the Worm that Walks, though deep down he suspects even then he will find no release and will be absorbed into the greater being. Truly, he has nothing to lose, for either path leads to death.



Illus. by E. Widermann

Edwin Tolstoff

USING EDWIN

Edwin begins the campaign tucked away in a vault of his own, buried alive by his terrified daughter. Until Edwin is released, he is no threat, though he can be a source of information about Kyuss and the threat to the world.

As the campaign progresses, Edwin should escape—by his grandchildren's assistance or the Herald's. He sets out to find what he needs to free Kyuss, scouring the repositories for clues. His unsettling nature and ability to discorporate make Edwin a great recurring villain.

DESCRIPTION

Nothing remains of the body to which Edwin was born; meat and bone were stripped away long ago by a ravenous swarm of worms sent by his master. In no way did Edwin expect this unfortunate turn, and he strove to conceal himself for as long as he could. But the trail of cast-off worms made his affliction too obvious to ignore. This affectation to hide his body continues still, and he goes to great lengths to resume the life he once led, donning heavy hooded robes, a mask, and an arsenal of magic items to protect himself from discovery.

Edwin Tolstoff — CR 19

hp 155 (16 HD)

Male lesser worm that walks human necromancer 3/cleric 3/true necromancer[LM] 10
NE Medium aberration (augmented humanoid)
Init +4; **Senses** blindsight 100 ft., darkvision 60 ft.; Listen +14, Spot +4
Aura major desecration (90 ft.)
Languages Abyssal, Aquan, Common, Draconic, Terran

AC 36, touch 27, flat-footed 32
SR 25
Fort +14, **Ref** +11, **Will** +19

Speed 30 ft. (6 squares), burrow 15 ft.
Melee slam +12 (1d6+2)
Base Atk +8; **Grp** +10
Atk Options Chosen of Evil (+5 bonus), worm-smite (+12 melee touch)
Special Actions Deformity (parasite), *cursed glance,* death touch 1/day (+12 melee touch, 3d6), discorporate, frightful presence, rebuke undead 6/day (+5, 2d6+16, 16th)
Combat Gear *staff of necromancy* (10 charges), *wand of bear's endurance* (10 charges)
Cleric Spells Prepared (CL 11th, 1d20+15 to overcome SR):
6th—*mislead*[D] (DC 20), *word of recall*
5th—crawling darkness[SC] (attack modifier +12), *slay living*[D] (CL 14th, +12 melee touch, DC 20), *summon undead V*[SC] (CL 14th)
4th—*air walk, confusion*[D] (DC 18), *freedom of movement, negative energy aura*[SC] (CL 14th), *wrack* (CL 14th, DC 19)[SC]
3rd—*clutch of Orcus* (CL 14th, DC 18)[SC], *deeper darkness, dispel magic* (2), *nondetection*[D], *unholy storm*[SC]
2nd—*calm emotions* (DC 16), *death knell* (CL 14th, DC 17), *eagle's splendor, invisibility*[D], *living undeath* (CL 14th)[SC], *sound burst* (DC 16)
1st—*bane* (DC 15), *command* (DC 15), *deathwatch* (CL 14th), *disguise self*[D], *divine favor, obscuring mist, sanctuary* (DC 15)
0—*detect magic* (4), *read magic* (2)
D: Domain spell. Deity: Nerull. *Domains:* Death, Trickery
Wizard Spells Prepared (CL 11th; prohibited schools abjuration and illusion; 1d20+15 to overcome SR):
6th—*disintegrate* (2) (+12 ranged touch, DC 23), *eyebite* (CL 14th, DC 24)
5th—*feeblemind* (DC 22), *magic jar* (CL 14th, DC 23), *mind fog* (DC 22), *waves of fatigue* (CL 14th)
4th—*confusion* (DC 21), *crushing despair* (DC 21), *enervation* (2) (+12 ranged touch, CL 14th), *fear* (CL 14th, DC 22)
3rd—*blink, clairaudience/clairvoyance, fly, lightning bolt* (2) (DC 20), *ray of exhaustion* (CL 14th, +11 ranged touch), *vampiric touch* (CL 14th, +11 melee touch)
2nd—*blindness/deafness* (CL 14th, DC 20), *command undead* (CL 14th, DC 20), *death armor*[SC] (CL 14th), *false life* (CL 14th), *scorching ray* (2) (+12 ranged touch) (2), *spectral hand* (CL 14th)
1st—*chill touch* (+12 melee touch, CL 14th, DC 19), *expeditious retreat, magic missile* (2), *ray of enfeeblement* (+12 melee touch, CL 14th), *spirit worm*[SC] (DC 19), *true strike*
0—*acid splash* (+12 ranged touch), *mage hand, prestidigitation, touch of fatigue* (2) (+12 melee touch, CL 14th, DC 18)
Spell-Like Abilities (CL 16th):
3/day—*giant vermin, infestation of maggots*[SC] (+11 melee touch, DC 16), *insect plague, summon swarm* (centipedes only)
2/day—*create undead* (CL 19th)
1/day—*create greater undead* (CL 19th), *horrid wilting* (CL 19th)

Abilities Str 14, Dex 18, Con 21, Int 24, Wis 18, Cha 16
SQ necromantic prowess +3
Feats Chosen of Evil[B], Combat Casting, Deformity (parasite)[B], Evil Brand[B], Greater Spell Penetration, Scribe Scroll[B],

Spell Focus (necromancy), Spell Penetration, Tomb-Tainted Soul[LM], Weapon Finesse, Willing Deformity[B]

Skills Bluff +15, Concentration +24 (+28 casting defensively), Decipher Script +13, Diplomacy +5 (+7 against evil creatures), Disable Device +8, Disguise +3 (+5 acting), Escape Artist +14, Heal +17, Hide +16, Intimidate +8 (+10 against evil creatures), Knowledge (arcana) +26, Knowledge (history) +17, Knowledge (the planes) +13, Knowledge (religion) +26, Listen +14, Move Silently +14, Search +25, Spellcraft +28, Survival +14 (+16 on other planes, +16 following tracks)

Possessions combat gear plus *ring of protection +3, amulet of natural armor +3, bracers of armor +6, cloak of resistance +2, gloves of Dexterity +2, mask of Intellect +6,* 2 pinches of diamond dust (50 gp) for *nondetection,* 2 flasks of unholy water for *unholy storm,* onyx (50 gp) for *death armor,* symbol of Nerull

Spellbook spells prepared plus 0—all except abjuration and illusion; 1st—*erase;* 4th—*animate dead, ice storm;* 5th—*blight*

Major Desecration (Su) As the *desecrate* spell, extending out in a 90-foot radius, but affects only allied undead.

Tomb-Tainted Soul Edwin is healed by negative energy and harmed by positive energy as though he were undead.

Worm-Smite (Ex) Once every 5 rounds, Edwin can make a touch attack to deliver a worm-smite. A creature struck by this attack must succeed on a DC 22 Reflex save or become covered in ravenous worms. On Edwin's next turn and every turn thereafter, the target takes 7d8 points of slashing damage as the worms consume the target's flesh and burrow into its organs. The worms remain until destroyed or removed—or until the target is slain, indicating the worms have devoured their victim.

A target can use a full-round action to attempt to remove the hungry worms. Escaping requires a DC 22 Reflex save. Rolling on the ground—and thus crushing the worms—provides a +2 circumstance bonus on the save. Dealing at least 20 points of fire damage destroys the worms, but deals the same amount of damage to the victim as well. Conjuration (teleportation) spells or spell-like effects can also extricate the target from the worm-smite.

Constructs, elementals, oozes, and creatures of the incorporeal subtype are immune to this ability.

Cursed Glance (Sp) Seven times per day when a visible enemy within 60 feet targets Edwin with an attack or spell, Edwin can, as an immediate action, force the opponent to make a DC 18 Will save or take a –2 penalty to AC and on saving throws for 1 round.

Discorporate (Ex) As an immediate action, Edwin can discorporate, collapsing into a pile of slithering vermin. There's one Fine worm (AC 20, 1 hp each) for each hit point Edwin possessed prior to discorporating. In the round when he uses this ability, the worms fall to the ground, filling his space. Unless each worm is destroyed within 1 round, the writhing worms burrow into the earth or slither away. As long as any component vermin survives, Edwin can, within 24 hours, breed and create a new body to house his malicious essence.

Frightful Presence (Su) Edwin inspires terror whenever he uses his worm-smite ability. All creatures witnessing the attack must succeed on a DC 20 Will save or become shaken, remaining so as long as they remain within 60 feet of Edwin. A creature saving against the frightful presence cannot be affected by Edwin's frightful presence for 24 hours.

Skills Edwin has a +10 racial bonus on Escape Artist, Hide, Listen, Move Silently, and Survival checks.

HERALD OF KYUSS

"Behold, the great Worm stirs! Go out and spread the word, for he shall come and make worthy the unworthy, redeem the wicked, and purge the unclean."

—The Herald of Kyuss

The Herald of Kyuss is the Worm's high priest, prophet, and disciple. The Herald conceals his awful form behind many different masks. The Herald can be anyone and anywhere, watching and waiting for the moment to strike.

GOALS

As a devoted servant, the Herald seeks little else than to serve the pleasure of his master. It is enough for him to murder and devour—to spread unrest and violence in the Worm's name. The Herald must often guess at his master's wishes since Kyuss rarely deigns to communicate his wants, leaving the Herald to interpret the silence to the best of his ability.



The Herald of Kyuss

USING THE HERALD

The Herald is a faceless enemy, a hidden threat to cause trouble for the player characters. Using his change shape ability, the Herald can masquerade as anyone, and can play the part of a trusted ally or a longtime companion. When the PCs seek out Wormcrawl Island, the Herald should accompany them, then betray them at their most desperate moment.

DESCRIPTION

Kyuss's Herald prefers the form of a young, lithe woman, getting what he wants through seduction and deceit. His normal form is a disgusting blending of worm, octopus, and insect. The Herald is monstrous, but also quite clever. He speaks eloquently and has impeccable manners.

Illus. by S. Srisuwan

Herald of Kyuss CR 18

hp 174 (18 HD); regeneration 4

Male avolakia[MM2] cleric 8
NE Large aberration (shapechanger)
Init +5; **Senses** darkvision 60 ft.; Listen +8, Spot +8
Languages Avolakia, Common, Drow Sign Language, Terran, Undercommon (can speak only Avolakia unless he changes shape)

AC 25, touch 20, flat-footed 20; Dodge
Immune cold, disease, energy drain, paralysis
Resist fire 10; **SR** 21
Fort +14, **Ref** +10, **Will** +21

Speed 20 ft. (4 squares)
Melee bite +18 (2d6+3 plus 1 vile plus poison) and 8 claws +15 each (1d4+1)
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +20
Atk Options Combat Reflexes, Evil's Blessing, poison (Fort DC 24, 1d6 Wis/2d6 Wis)
Special Actions change shape, death touch (8d6), hypnotic voice, rebuke undead 15/day (+14, 2d6+20, 8th)
Combat Gear metamagic rod of greater empowerment, scroll of protection from energy
Cleric Spells Prepared (CL 8th):
4th—*confusion*[D] (DC 22), *dimensional anchor* (+17 ranged touch), *divine power, freedom of movement, sending*
3rd—*bestow curse* (+17 melee touch, DC 21), *cure serious wounds, downdraft*[SC] (DC 21), *invisibility purge, nondetection*[D], *prayer, slashing darkness*[SC]
2nd—*bull's strength, cure moderate wounds, desecrate, hold person* (DC 20), *invisibility*[D], *lesser restoration, undetectable alignment*
1st—*disguise self*[D], *divine favor, entropic shield, fuse arms*[SC], *obscuring mist, sign*[SC], *wave of grief*[SC] (DC 19)
0—*guidance* (3), *resistance* (3)
D: Domain spell. *Domains:* Death, Trickery.
Spell-Like Abilities (CL 14th):
At will—*chill touch* (+17 melee touch, DC 23), *detect magic, disrupt undead* (+17 ranged touch), *gentle repose, ghoul touch* (+17 melee touch, DC 24), *halt undead* (DC 25), *mage hand, read magic, spectral hand*
12/day—quickened *suggestion** (CL 10th, DC 25)
3/day—*animate dead, create undead, enervation* (+17 ranged touch), quickened *vampiric touch* (+17 melee touch)
* This ability can be used only in humanoid form. An opponent in eye contact with the herald of Kyuss takes a –2 penalty on the saving throw.

Abilities Str 16, Dex 20, Con 20, Int 18, Wis 26, Cha 34
SQ deflection aura
Feats Combat Casting, Combat Reflexes, Dodge, Enemy of Good[B], Evil Brand[B], Evil's Blessing[B], Multiattack[B], Quicken Spell-Like Ability (*vampiric touch*), Vile Natural Attack[B] (bite), Weapon Finesse
Skills Bluff +33, Concentration +26, Diplomacy +29 (+31 against evil creatures), Disguise +20 (+22 acting), Hide +9, Intimidate +27 (+29 against evil creatures), Knowledge (religion) +12, Sense Motive +21, Spellcraft +25
Possessions combat gear plus *bracers of armor +5, cloak of Charisma +6, periapt of Wisdom +6*

Change Shape (Su) The Herald of Kyuss can change shape into any humanoid form.
Deflection Aura (Sp) The herald of Kyuss has a +6 deflection bonus to Armor Class.

Wormcrawl Island

The Worm that Walks is imprisoned within an obelisk at the heart of Wormcrawl Island, a remote place not found on any nautical chart, forgotten by all but the wisest sages and most despicable cultists. This island is wild and deadly, filled with monsters of incalculable horror and might, infested with the worst sorts of creatures imaginable. The people who entombed Kyuss here chose wisely, for none but the most courageous (or foolish) would dare explore the haunted jungles, brave the swarms of biting vermin, or contend with the monstrous threats contaminating the place.

Through the ages, many have settled here, including savage humans, forest giants, and others. No settlement has survived the perils of the island, instead succumbing to beasts of the jungle, madness inspired by the obelisk, or violence committed against one another. Ruins filled with bones and rot testify to the carnage of the inhabitants' deaths.

Key Features

To an outsider, the island is like any other tropical paradise, with high, mist-shrouded peaks and lush jungles buzzing with life. The forest canopy is home to several varieties of monkeys, birds whose plumage runs the spectrum, all sorts of crawling insects, and, of course, worms. Beneath its breathtaking exterior lies rot, decay, and pulsing evil.

Wormcrawl Island is about four miles in diameter. Two mountains dominate the terrain. The eastern mountain is older and covered by dense jungle, and the western peak is jagged, bare, and topped with a smoking crater.

Runoff from the mountains drains down to the interior and gathers in a large freshwater lake (see area C). The lake feeds a river that cuts a path to the ocean. Gathering on the shores of the river is dense foliage consisting of thorny bushes, tall grasses, and odd flowers.

The most notable feature of the island is at its center, where the Worm that Walks languishes in the prison of its obelisk. All around the 100-foot-tall spire is blood rock, stone infused with the blood of countless sacrifices. Spewing up from this stone are pools of slime infused with Kyuss's pestilence.

The islet rises in the center of a sea of hot tar. Great bubbles rise from its depths to burst and release poisonous fumes that waft across the shores and fill the air with toxins.

Defenses

The island is home to numerous creatures—undead and aberrations mostly—but there are all sorts of vermin, magical beasts, and other predators as well. Although these threats are many and varied, characters of a level likely to be exploring this place should be more than a match for such creatures.

The PCs' arrival does not, however, go unnoticed, and a powerful guardian responds to their presence. Every 10 minutes the PCs explore the island, there's a 10% chance the characters attract a century worm set here to ensure that no interlopers awaken the Worm that Walks.



Edwin Tolstoff approaches the obelisk

Illus. by H. Lyon

Century Worm[FF] **CR 19**

hp 420 (40 HD)

N Gargantuan vermin

Init –2; **Senses** darkvision 60 ft., tremorsense 120 ft.; Listen +0, Spot +0

AC 29, touch 4, flat-footed 29

Immune mind-affecting spells and abilities

Resist acid 20

Fort +28, **Ref** +11, **Will** +13

Speed 30 ft. (6 squares), burrow 20 ft., swim 10 ft.

Melee bite +38 (4d6+18)

Space 20 ft.; **Reach** 15 ft.

Base Atk +30; **Grp** +54

Atk Options improved grab, swallow whole

Special Actions keening, wriggling progeny

Abilities Str 35, Dex 7, Con 22, Int —, Wis 11, Cha 2

Feats —

Skills Listen +0, Spot +0, Swim +20

Improved Grab (Ex) To use this ability, a century worm must hit an opponent of smaller size with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it automatically deals bite damage, establishes a hold, and can try to swallow the opponent in the following round.

Swallow Whole (Ex) A century worm can try to swallow a grabbed opponent of smaller size by making a successful grapple check.

The swallowed creature takes 2d6+9 points of bludgeoning damage and 2d6 points of acid damage per round. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 40 points of damage to the gizzard (AC 22). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A century worm's gizzard can hold 2 Huge, 8 Large, 32 Medium, 128 Small, or 512 Tiny or smaller opponents.

Keening (Ex) Once per round, as a free action, a century worm can force all living creatures within 50 feet to succeed on DC 36 Fortitude saves or be deafened for 1 round.

Wriggling Progeny (Ex) Characters trapped within a century worm's gizzard must succeed on a DC 36 Fortitude save every round or take 1d8 points of Constitution damage. A creature reduced to Constitution 0 dies and a larva attaches itself to the victim's spine. A *remove disease* spell destroys the larva. After 100 years, the larva grows into a new century worm.

Encounter Areas

The encounter map depicts one possible approach, placing the obelisk in the center of the island. If the PCs travel from a different direction, change the compass to a direction serving your needs or sketch out the rest of the island. The following encounter areas are but a sample of those that could take place here.

A. Gruesome Greeting

Skulls mounted on stained poles along the island's shores serve as warnings to drive off unwanted visitors. The skulls are all humanoid, and a DC 10 Heal check reveals small holes riddling each.

B. The River

The river is not deep enough for a seafaring vessel to navigate; characters equipped with rowboats can move upstream without a problem. The river is 100 feet wide on average. It is home to giant crocodiles, schools of flesh-eating fish, and a variety of water snakes. Swarms of biting insects carry filth fever, and each hour of travel PCs must succeed on DC 15 Fortitude saves or contract the disease.

C. The Lake (EL 20)

Waterfalls spilling down from the mountain create a beautiful spectacle for those coming upon this place, masking the danger lurking beneath its waters. Five hideous leechwalkers rise up and attack any who come too close.

5 Hideous Leechwalkers[MM2] — CR 15

hp 313 each (33 HD); **DR** 10/piercing or slashing

N Large vermin
Init +0; **Senses** all-around vision, darkvision 60 ft.; Listen +2, Spot +6

AC 14, touch 10, flat-footed 14
Immune ability damage, ability drain, death from massive damage, flanking, nonlethal damage, vermin immunities
Fort +23, **Ref** +12, **Will** +13

Speed 30 ft. (6 squares), swim 20 ft.
Melee 2 tentacle rakes +33 each (2d6+10 plus wounding)
Space 10 ft.; **Reach** 10 ft.
Base Atk +24; **Grp** +38
Atk Options blood drain, improved grab, wounding

Abilities Str 20, Dex 11, Con 17, Int —, Wis 14, Cha 7
Feats —
Skills Listen +2, Search +4, Spot +6, Swim +13

Wounding (Ex) When a hideous leechwalker strikes a living creature with its tentacle rake attack, that creature takes 1 point of Constitution damage in addition to any normal damage. If a hideous leechwalker strikes an opponent but does not deal damage, the opponent does not take this Constitution damage. Creatures immune to critical hits are immune to the Constitution damage dealt by this ability.

Improved Grab (Ex) To use this ability, a hideous leechwalker must hit a Large or smaller opponent with a tentacle rake attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold, and it can use its blood drain ability in the same round.

Blood Drain (Ex) A hideous leechwalker deals 2d6 points of Constitution damage each round it maintains a hold. This ability does not affect elementals, plants, or creatures that lack a Constitution score.

D. Caves

A few caves and fissures pierce the slope of the volcano. Venting out from these gaps are plumes of poisonous gas. Characters flying over the island or climbing the volcano must make a DC 20 Fortitude save against the poisonous air (initial damage 1d6 Wis, secondary damage 2d6 Con) each minute they remain in the area.

Each cave descends 1d4×100 feet into the volcano. In their depths, at least a dozen blessed spawn of Kyuss work to breach the walls and flood the tunnels and the island with lava to destroy the obelisk and free their master.

Blessed Spawn of Kyuss (varies): hp 93 each; see page 138 for statistics.

E. Volcano

A volcano towers over the island, rising above the lower slopes at a sharp climb up to 2,000 feet above sea level at the lip of the caldera. At the top, the ground gives way to a 500-foot-deep pit a thousand feet across. At the bottom is a churning soup of lava, spewing clouds of poisonous gas and the occasional spray of flaming rock into the air. Characters lingering here are subject to the same Fortitude saves as described under area D, but the save DC increases to 25. In addition, there's a 20% chance each minute that something belches forth from the flaming pit, striking a random character. The creature struck must succeed on a DC 20 Reflex save or take 5d6 points of bludgeoning damage and 5d6 points of fire damage.

F. The Unquiet Jungle

The jungle that covers much of the land west of the volcano is crawling with fierce insects and contaminated by parasites and diseases delivered by clouds of thirsty mosquitoes. Each hour the characters travel through the jungles exposes them to slimy doom (*DMG* 292).

G. Shattered Idol

Rising up like a crone's finger from the western mountain are the remains of a shattered idol. Little is left to testify to its original form, though it's clear the figure wore robes. Rubble litters the ground around the idol, and 50 feet down the slope lies the head, which is carved to look like a mass of worms.

H. Sacred Pool

This pool served as a sacred meeting place. It is now black and corrupt, with a skin of green slime coating its surface. The water feeding the pool spills into the murk without disturbing the surface. The grass and underbrush all around is brown and slippery with rot. A successful DC 15 Search check of the area turns up a few scraps of cloth, a shattered symbol of Obad-Hai, and a scattering of maggot-infested flesh.

I. Polluted Lake

The marsh is a mess of mud, pools of brown water, and dead reeds. In its center is a still, black pool of stinking water. Just beneath the surface are the rotting remains of the villagers who lived here. The salts of the water preserve their bodies, keeping them ready for animation. As long as no one drinks the water, the pool and its contents are harmless. Consuming or touching the water exposes the characters to the tiny green worms crawling through the muck. The worms function as those bestowed by the blessed spawn of Kyuss's bestow worm ability (see page 138).

J. Tar Pit

The islet that surrounds the obelisk is encircled by a sea of tar. The effects of the tar are described in encounter 9–2.


Wormcrawl Island
Dense jungle
Light jungle
feet
0
250
500
1000
2000
5000
1 mile
N
S
E
W
9-3
J
9-2
9-1
I
C
H
E
D
G
F
B
A

RUINS

Encounter Level 18

SETUP

You can run this tactical encounter in any area that indicates ruins. The gravecrawler (G) hides beneath the calcified bones inside the ruined structure. The blessed spawn (B) are all hiding where indicated on the tactical map. (Those in heavy undergrowth gain a +5 bonus on the Hide check.)

The players place their miniatures along an edge of the map matching their general direction of travel.

Once the players have placed their miniatures, read:

You see two crumbling walls of a ruined stone building. Chalky white bones and statues depicting dying humans are scattered about. There's a rancid smell in the air, a stink of rotting flesh beneath the decay of the swamp.

Whenever a character notices a hidden spawn or is attacked by one, read:

A massive undead horror rises from the muck. Its ochre flesh clings to its bones, giving it a skeletal appearance. Its mouth yawns open to reveal a mass of bright green worms.

Later in the combat, when a PC encounters the gravecrawler, read:

A bloated maggot with an eyeless, humanlike head slithers toward you, spewing mad threats and curses as it travels.

TACTICS

The blessed spawn cast *haste* on themselves, increasing their speed to 70 feet and giving them a +1 bonus on attack rolls, on Reflex saves, and to AC. They close to engage the closest PC, making touch attacks to bestow worms.

While the combat rages, the gravecrawler moves to place the PCs within range of its calcifying aura. It uses Spring Attack to strike at any characters within 2 squares of its location. It engages the PCs if they destroy or turn four or more blessed spawn.

CONCLUSION

Searching through the rubble turns up an assortment of baubles. There is a total of 1,034 pp. Characters succeeding on DC 20 Search checks also find 1d2 black pearls (500 gp) until a total of five have been found. A DC 20 Search check in the western corner uncovers a *+2 heavy wooden shield of spell resistance* (13).

6 BLESSED SPAWN OF KYUSS — CR 10

hp 93 each (12 HD); fast healing 14

CE Large undead
Init +3; **Senses** darkvision 60 ft.; Listen +6, Spot +6
Languages understands creator's orders

AC 15, touch 8, flat-footed 15
Immune undead immunities (*MM* 317)
Resist +2 turn resistance
Fort +4, **Ref** +3, **Will** +8
Weakness curative transformation

Speed 40 ft. (8 squares)
Melee slam +16 (1d8+16 plus Kyuss's gift)
Ranged bestow worm +4 touch
Space 10 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +21
Atk Options bestow worm, Kyuss's gift
Spell-Like Abilities (CL 12th):
1/day—*contagion* (DC 20), *haste, unholy blight* (DC 20)

Abilities Str 32, Dex 8, Con —, Int 6, Wis 11, Cha 22
Feats Ability Focus (Kyuss's Gift), Improved Initiative, Improved Toughness[LM], Stealthy, Toughness
Skills Hide +3, Jump +21, Listen +6, Move Silently +7, Spot +6

Curative Transformation (Ex) A *remove disease* spell (or more powerful spell that achieves the same result) cast on a blessed spawn of Kyuss transforms it into a zombie. Use statistics for a minotaur zombie (MM 267).

Bestow Worm (Su) Once per round as a free action, a blessed spawn of Kyuss can bestow a worm onto its opponent. It can do this when it hits with a slam attack or by making a touch or ranged touch attack up to 10 feet away (+16 and +4 attack modifiers, respectively).

A worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. At the start of the spawn's next turn, the worm burrows into its host's flesh (a creature with a +5 or greater natural armor bonus is immune to this effect). The worm makes its way to its victim's brain, dealing 1 point of damage each round for 1d4+1 rounds. At the end of that period, it reaches the brain, where it deals 1d2 points of Intelligence damage each round until it's killed or it slays its host, which occurs when the victim's Intelligence is reduced to 0.

A *remove curse* or *remove disease* spell destroys the worm while it's within the host. *Dispel evil* or *neutralize poison* delays the worm's progress for 10d6 minutes. A successful DC 20 Heal check extracts the worm and kills it in the process.

A Small, Medium, or Large creature slain by the worm rises as a new spawn of Kyuss (*MM2* 186) 1d6+4 rounds later. Smaller creatures rot away, and larger creatures gain the zombie template.

Kyuss's Gift (Su) Any creature hit by a blessed spawn of Kyuss's slam attack must succeed on a DC 24 Fortitude save or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage.

GRAVECRAWLER[MM2] **CR 16**
hp 162 (25 HD)

N Small undead (earth)
Init +2; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +16, Spot +2
Aura calcifying (30 ft., DC 22)
Languages Abyssal, Common, Giant, Infernal; speak with dead

AC 17, touch 13, flat-footed 15; Dodge, Mobility
Immune mind-affecting spells and abilities, undead immunities (*MM* 317)
Resist +6 turn resistance; **SR** 30
Fort +8, **Ref** +10, **Will** +16

Speed 20 ft. (4 squares), burrow 20 ft.; Spring Attack
Melee bite +13 (1d4/19–20 plus 1d4 Con drain)
Base Atk +12; **Grp** +8
Atk Options Blind-Fight, Combat Reflexes, Constitution drain

Abilities Str 10, Dex 15, Con —, Int 16, Wis 11, Cha 11
Feats Alertness, Blind-Fight, Combat Reflexes, Dodge, Improved Critical (bite), Iron Will, Mobility, Negotiator, Spring Attack
Skills Balance +4, Bluff +14, Diplomacy +20, Disguise +0 (+2 acting), Escape Artist +16, Gather Information +4, Hide +34, Intimidate +2, Jump –4, Knowledge (history) +31, Knowledge (local) +31, Knowledge (religion) +31, Listen +16, Sense Motive +16, Spot +2, Tumble +16, Use Rope +2 (+4 bindings)

Calcifying Aura (Su) At the start of each of the gravecrawler's turns, all living creatures within 30 feet must succeed on DC 22 Fortitude saves or take 1d2 points of Constitution damage. A creature reduced to 0 Constitution is slain and turned to stone. Creatures that have no Constitution scores are immune to this ability.
Speak with Dead (Su) As the speak with dead spell; 1/week; DC 13; caster level 20th.
Constitution Drain (Su) Living creatures hit by the gravecrawler's bite attack must succeed on a DC 22 Fortitude save or take 1d4 points of Constitution drain. A creature reduced to 0 Constitution is slain and turned to stone. On each such successful attack, the gravecrawler gains 5 temporary hit points. The gravecrawler cannot gain temporary hit points in excess of its full normal hit points. Temporary hit points last for up to 1 hour.

Features of the Area

Calcified Bones: These squares count as difficult terrain. Each space costs 1 additional square of movement to enter. Creatures cannot run or charge through these areas.

Crumbling Walls: The walls, where present, are masonry, but are in bad shape (1 foot thick; hardness 4; 45 hp; break DC 25; Climb DC 15).

Deep Bog: These spaces cost Medium or larger creatures 4 squares of movement to enter. Small and smaller creatures must swim to enter these spaces.

The water provides cover for Medium or larger creatures, while Small and smaller creatures receive improved cover (+8 bonus to AC, +4 bonus on Reflex saves). Medium or larger creatures can crouch to gain improved cover. Creatures that have improved cover take a –10 penalty on attacks against creatures not underwater.

Tumble checks are impossible in deep bog, and the DC of Move Silently checks increases by 2.

Heavy Undergrowth: Heavy undergrowth costs 4 squares of movement to move into, and it provides concealment (30% miss chance). The DCs of Move Silently and Tumble checks increase by 5. These spaces also provide a +5 bonus on Hide checks. Running or charging though these squares is impossible.

Light Undergrowth: These spaces count as difficult terrain (as calcified bones, above). They provide concealment. The DC of Move Silently and Tumble checks increase by 2.

Rubble: Collapsed walls count as dense rubble (difficult terrain; the DCs of Balance and Tumble checks increase by 5, and the DC of Move Silently checks increases by 2).

Shallow Bog: Squares containing shallow bogs count as difficult terrain (as calcified bones, above), and the DC of Tumble checks in these squares increases by 2.

Stone Statues: 5 feet thick; AC 4; hardness 8; 900 hp; break DC 45; Climb DC 15. It costs 2 squares of movement to enter a square containing a statue, and a creature can't end its movement in a statue's square without climbing onto the statue. A Medium statue provides cover. If broken, a statue fills its square with dense rubble.



TAR PIT

Encounter Level 20

SETUP

This tactical encounter can occur anywhere along the shores of the tar pit. Change the compass on the map to match the direction your PCs travel. Have the players place their miniatures anywhere near the bottom edge of the map. The scion of Kyuss lies hidden beneath the tar as indicated on the tactical map.

When one or more of the PCs approach the shore, read:

A great green-brown bubble rises from the tar, bursting and releasing a repellent gas. A moment later, the entire surface breaks as a tremendous wormlike creature tears free, ropes of the sticky tar hanging from its undulating body.

TACTICS

The scion of Kyuss lurches forward, swimming through the tar, and must succeed on a DC 25 Swim check to move 5 feet. It slides forward each round, closing on the PCs until it escapes the tar. Once it takes damage from a ranged attack, it activates its tendrils, damaging any character within 40 feet.

When it gets within reach of a PC, it bites the character using a 5-point Power Attack (for –5 on attack rolls and +10 on damage rolls). If it hits, it makes a grapple check as a free action without provoking attacks of opportunity. If it wins, it makes a grapple check on its next turn and, if it succeeds, it swallows the character.

If the PCs manage to reduce the scion's hit points to 100 or fewer, it uses its breath weapon on its next turn and then uses the skeletons it vomited up to cover its retreat.

SCION OF KYUSS **CR 20**

hp 382 (51 HD); fast healing 3; **DR** 10/magic and piercing

Evolved advanced ulgurstasta[FF]
CE Colossal undead
Init +10; **Senses** darkvision 60 ft.; Listen +57, Spot +57
Languages understands Common

AC 23, touch 8, flat-footed 17; Dodge, Mobility
Immune acid, cold, undead immunities (*MM* 317)
SR 23
Fort +19, **Ref** +25, **Will** +30

Speed 50 ft. (10 squares); Spring Attack
Melee bite +31 (6d6+21 plus 1 vile/19–20)
Space 30 ft.; **Reach** 30 ft.
Base Atk +25; **Grp** +55
Atk Options Awesome Blow, Cleave, Combat Reflexes, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack, improved grab, necromantic acid, swallow whole
Special Actions breath weapon, spawn skeletons, tendrils
Spell-Like Abilities (CL 20th):
1/day—*creeping doom*

Abilities Str 38, Dex 23, Con —, Int 18, Wis 16, Cha 19
Feats Awesome Blow, Boost Spell Resistance[BoVD], Cleave, Combat Reflexes, Dodge, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Improved Sunder, Improved Toughness[LM], Lightning Reflexes, Mobility, Power Attack, Spring Attack, Vile Natural Attack (bite)
Skills Intimidate +58, Knowledge (arcana) +58, Knowledge (history) +58, Knowledge (religion) +58, Knowledge (the planes) +58, Listen +57, Search +58, Spot +57, Survival +3 (+9 on other planes, +9 following tracks), Swim +14

Improved Grab (Ex) To use this ability, the scion of Kyuss must hit a smaller opponent with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

Swallow Whole (Ex) The scion of Kyuss can try to swallow a grabbed opponent by making a successful grapple check.

A scion's gizzard can hold 2 Gargantuan, 8 Huge, 32 Large, 128 Medium, or 512 Small or smaller opponents.

Necromantic Acid (Su) A creature swallowed by the scion of Kyuss takes 1d8 points of Constitution drain each round. Upon death, the victim gains the skeleton template and remains dormant until the scion vomits it up. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 50 points of damage to the gizzard (AC 17). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

Breath Weapon (Su) 60-ft. cone, 1/day, damage 3d6 Con drain, Reflex DC 35 for 1d6 Con drain. Creatures killed by the scion's breath weapon gain the skeleton template and rise to fight on the following round. In addition, any dormant skeletons are vomited up as well. Place them anywhere within the breath weapon's cone. After the scion uses this ability, swallowed creatures do not take Constitution drain from necromantic acid.

Spawn Skeletons (Su) As a full-round action, a scion can regurgitate dormant skeletons. It holds in its gizzard 6 forest giant skeletons, former island natives. The skeletons are under the scion's command. For 1d6 rounds after being vomited up, the skeletons are covered in necromantic acid, and their attacks deal 1 point of Constitution drain.

Tendrils (Ex) As a free action, the scion can extend its tendrils, rendering it immune to projectile weapons and dealing 1d12 points of damage each round to all creatures within 40 feet of it. Anyone in the area also takes a –2 circumstance penalty on attack rolls.

Features of the Area

Deep Bog: These spaces cost Medium or larger creatures 4 squares of movement to enter. Small and smaller creatures must swim to enter these spaces.

The water provides cover for Medium or larger creatures, while Small and smaller creatures receive improved cover (+8 bonus to AC, +4 bonus on Reflex saves). Medium or larger creatures can crouch to gain improved cover. Creatures that have improved cover take a –10 penalty on attacks against creatures not underwater.

Tumble checks are impossible in deep bog, and the DC of Move Silently checks increases by 2.

Heavy Undergrowth: Heavy undergrowth costs 4 squares of movement to move into, and it provides concealment (30% miss chance). The DCs of Move Silently and Tumble checks increase by 5. These spaces also provide a +5 bonus on Hide checks. Running or charging though these squares is impossible.

Light Undergrowth: These squares cost 2 squares of movement to enter. They provide concealment. The DCs of Move Silently and Tumble checks increase by 2.

Shallow Bog: These squares cost 2 squares of movement to enter. The DC of Tumble checks in these squares increases by 2.

Tar: The stench here negates scent and other olfactory abilities within 100 feet. Characters lingering here for more than 10 rounds must succeed on DC 15 Fortitude saves or become sickened for 10 minutes.

The tar functions as quicksand. Entering a tar space requires a DC 20 Swim check to "tread tar" or a DC 25 check to move 5 feet in any direction. A trapped character failing by 5 or more slips below the surface and begins to drown whenever he can no longer hold his breath. Characters below the surface can swim back to the surface with a successful Swim check (DC 25, +1 per consecutive round of being under the surface).

A character can hold his breath for a number of rounds equal to twice his Constitution score. After this time, the character must make a DC 10 Constitution check every round to continue holding his breath. The save DC increases by 1 each round.

When a character fails the check, he begins to drown. He falls unconscious in the first round (0 hp), drops to –1 hit points and is dying in the following round, and dies in the third round.

If a rescuer reaches the sinking character, the rescuer must succeed on a DC 25 Strength check to pull the trapped character free, and the victim must succeed on a DC 20 Strength check to hold on. If the victim fails the check, he must succeed on a DC 25 Swim check or sink below the surface. If both checks succeed, the victim moves 5 feet closer to shore.



6 Forest Giant[MM2] Skeletons CR 6
hp 84 each (13 HD); **DR** 5/bludgeoning

NE Huge undead
Init +6; **Senses** darkvision 60 ft.; Listen +0, Spot +0

AC 13, touch 10, flat-footed 11
Immune cold, undead immunities (*MM* 317)
Fort +4, **Ref** +6, **Will** +8

Speed 40 ft. (8 squares)
Melee greatclub +15/+10 (3d8+16) or
Melee 2 claws +15 each (1d8+11)
Ranged composite longbow +6 (3d6+4) or
Ranged rock +6 (2d8+11)
Space 15 ft.; **Reach** 15 ft.
Base Atk +6; **Grp** +25

Abilities Str 33, Dex 14, Con —, Int —, Wis 10, Cha 1
Feats Improved Initiative[B]
Skills Listen +0, Spot +0
Possessions greatclub, composite longbow (+4 Str bonus) with 20 arrows

The Obelisk

Encounter Level 20 or 21

SETUP

The Worm that Walks is sealed within a great black obelisk. It looms above the shattered and polluted ground, pulsing with fell energy. Have the players place their miniatures along a map edge appropriate for the direction they are traveling.

If the PCs arrive at the obelisk at any time before the Worm's sign is overwhelming, Edwin is here preparing to direct the *sphere of annihilation* into the *well of many worlds*. Once Edwin completes this task, it takes 5 rounds for the Worm that Walks to emerge.

When the PCs have placed their miniatures, read:

At the center of the island rises a great black obelisk standing over 100 feet tall. Carved onto its surface are bright green whorls and wriggling lines shining with sick light. The ground all around it is broken and wisps of ochre mist spew forth from the depths.

If Edwin is here and has not yet placed the sphere of annihilation inside the well of many worlds, read:

A robed figure stands before the obelisk, though from its movements it's clear something is not quite right. The being turns, revealing a porcelain mask in the shape of an elderly man's face. You spot a mass of writhing worms as they squirm through the eyeholes. Behind the creature, hovering in the air, is a ball of utter blackness.

If Edwin has already completed the ritual to release Kyuss, read:

A robed figure stands laughing before the black pillar. The markings flare with life and then fade. The ground trembles, and spiderweb fractures spread across the obelisk's surface.

A great sucking noise rattles the earth as the air around you rushes toward a gaping black hole at the obelisk's base.

After 5 rounds, read:

With a great shudder, chunks of stone fall away from the obelisk and into the sucking hole. Buried inside the rock is a squirming mass of maggots and worms, all crawling with filthy roaches and bits of old meat and bone. The thing pours out of the rock into a growing pile and takes the vague shape of a giant. Red eyes flare with malice as the maggots diverge to form a mouth. From the depths you hear rustling laughter.

EDWIN TOLSTOFF **CR 18**
hp 155 (16 HD)
See page 132 for statistics.

WORM THAT WALKS **CR 20**
hp 412 (25 HD); regeneration 10; **DR** 15/epic and good
See page 130 for statistics.

TACTICS

Edwin must direct the *sphere of annihilation* into the *well of many worlds*. He must succeed on a DC 30 control check. His check modifier, with the *talisman of the sphere*, is +36.

Edwin then fights the PCs until his master emerges. He uses spells to cause trouble and prevent the PCs from drawing too close to the shuddering well, using *waves of fatigue* followed by *insect plague*.

He then casts a mix of offensive spells such as *disintegrate, enervation, wrack*, and *clutch of Orcus*, targeting PCs who seem to take an interest in the *well of many worlds*.

After 5 rounds, Kyuss bursts free, erupting from the obelisk as a flood of worms and maggots that quickly assumes the form of a giant humanoid. Edwin casts *word of recall* to a place of your choosing and Kyuss attacks the PCs. The Worm that Walks hammers at the characters with its slam attack, using its worm-smite ability on the first round. Kyuss then casts *dominate monster* on a melee combatant, instructing the PC to turn against his comrades. Kyuss fills out the next few rounds with maximized *lightning bolts, waves of exhaustion*, widened *chain lightning*, and a mixture of other offensive spells until he can use worm-smite again.

If at any time Kyuss is reduced to 100 hit points or fewer, he discorporates and slithers off to re-form 1d6 hours later.

Although the procedure Edwin uses to release the Worm that Walks should succeed, it has other unforeseen consequences. The sphere becomes a "black hole," annihilating everything in existence. If abandoned, it picks up speed and power, drawing the island, the waters, the air and everything else on the Material Plane into its dimensional fissure, erasing all existence in 1d12+6 minutes.

Features of the Area

Blood Rock: Any roll of a natural 19 or 20 hits and threatens a critical hit while the attacker stands in a blood rock square. Feats or spells that enhance a weapon's threat range don't modify blood rock's effect. Only melee attacks are affected by this terrain.

Worms: These spaces contain the worms of Kyuss. A character moving through one of these spaces becomes infested with a worm. The worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. At the end of the character's next turn, the worm burrows into its host's flesh (a creature with a +5 or greater natural armor bonus is immune to this effect). The worm makes its way to its victim's brain, dealing 1 point of damage each round for 1d4+1 rounds. At the end of that period, it reaches the brain, where it deals 1d2 points of Intelligence damage each round until it's killed or it slays its host, which occurs when the victim's Intelligence is reduced to 0.

A *remove curse* or *remove disease* effect destroys the worm while it's within the host. *Dispel evil* or *neutralize poison* delays the worm's progress for 10d6 minutes. A successful DC 20 Heal check extracts the worm and kills it in the process.

A Small, Medium, or Large creature slain by the worm rises as a spawn of Kyuss (*MM2* 186) 1d6+4 rounds later. Smaller creatures rot away, while larger creatures gain the zombie template.

Fissure: There are two types of fissures found on the battlefield. Small fissures cost 2 squares of movement to enter and increase the DC of Tumble checks by 2. Wide fissures are 30 feet deep. It takes a DC 10 Climb check to climb the fissure's walls.

Characters ending their movement in a space containing a small fissure or adjacent to a space containing a wide fissure must succeed on a DC 25 Fortitude save or contract Kyuss's gift. The incubation period is instantaneous, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage.

Obelisk: Before Kyuss escapes the obelisk, the stone emits an aura of madness in a 20-foot radius. Each round on its turn a living creature remains in the area, it must succeed on a DC 25 Will save or take 1d4 points of Wisdom damage. This is a supernatural effect. Once Kyuss escapes, the aura ceases.

Obelisk's Shadow: A character in the shadow of the obelisk takes a –2 circumstance penalty on Will saves.

Sphere of Annihilation: Until Edwin places the *sphere* into contact with the *well of many worlds*, it functions normally (*DMG* 279). Once the procedure is complete, the resulting tear pulls air, fine creatures, and debris toward it. After the first minute, the effect intensifies, and all characters must succeed on DC 15 Balance checks. A failed check means the character falls prone. A check failed by 5 or more indicates the character falls prone and slides 1d2×5 feet toward the sphere. Each minute thereafter, the Balance DC increases by 5. After 3 minutes, flying anywhere within 100 feet is impossible, and such characters are automatically sucked into the sphere unless they succeed on a Reflex save against the Balance check DC.



The bizarre circumstances of this ritual modify the usual effects that occur when someone attempts to destroy a *sphere of annihilation*. Casting a *gate* spell on the *sphere* catapults everything within a 180-foot radius into an alternate Material Plane. Touching the sphere with a *rod of cancellation* causes the sphere to explode and deals 20d6×10 points of damage to everything in a 600-foot radius. At your option, once the Worm that Walks has been dealt with or has left the island, a divine power can intervene to stop the catastrophe.

A *gate* spell or a *rod of cancellation* has the same effect if used on the sphere before it reaches the *well of many worlds*. If the sphere is sent to an alternate Material Plane, the obelisk goes along with it (and probably the PCs as well). Edwin will continue with his ritual, moving the *sphere of annihilation* toward the obelisk. If the sphere is destroyed by a *rod of cancellation*, Kyuss is set free after 10 rounds, but he takes 20d6×10 points of damage as though he had been in range of the explosion.



Illus. by M. Coimbra

"Who can stand against the might of Zargon the Returner? Surely, no man is strong enough of courage and skill to face my master in combat. No god would dare confront him, for he has brought low others before. Nay, when Zargon awakens, all shall tremble as the world is born anew in his foul image."

—Dorn, Ascendant of Zargon

Despised by the baatezu, feared by the gods, and all but forgotten by mortals, Zargon the Returner struggles to escape his prison to once more conquer the earth and drown the world with rivers of his slime.

BACKGROUND

Many centuries ago, a mighty kingdom named Cynidicea stood in the heart of a massive and trackless wasteland. It reclaimed the land from the desert, transforming it into fertile farmland. The people prospered, and the nation achieved great advances in magic, science, and technology.

As with all cultures, it didn't last. The kingdom's success bred complacency and decadence, and the population plunged itself into excess. This laxity enabled a bloodthirsty cult to come to power and perform unspeakable sacrifices to their dark god, Zargon. For years, the kingdom declined, languishing under the yoke of oppression, until a great barbarian horde smashed the nation, slaughtered the people, and scattered them across the lands. (**Knowledge [history] or [religion] DC 25**)

Though barbarians need little provocation to attack soft cities, the army attacking the kingdom had long suffered depredations at the hands of the cultists. The cult of Zargon needed human sacrifices to feed to its god, and when its members exhausted themselves of nonbelievers and criminals from their own people, they enslaved others for this purpose. A charismatic barbarian leader named Zankar gathered the tribes and sacked the city, having lost too many of his kinsmen to the madmen of Cynidicea. (**DC 30**)

The tribal leader made a terrifying discovery when his horde tore through the nation's capital city: The god they worshiped was no otherworldly being; it was a terrifying monster that lorded over them all, demanding appalling sacrifices to appease its dreadful hunger. The streets were slick with blood and a disgusting slime. (**DC 35**)

Zankar realized the only way he could preserve his own people would be to destroy the beast-god, and so he fought the monster for seven days and nights. Although considered one of the greatest warriors in the land, he could not kill the beast—as soon as he struck a blow, Zargon's wounds would heal. Zankar grew weary, giving the monster the opportunity it needed. Within moments, the climactic duel came to a sudden and bloody end. (**DC 40**)

The gods blessed Zankar, but their champion failed. The gods themselves came to the earth to punish the kingdom and put Zargon to rest. When they appeared, the elder evil mocked them. Zargon slew some of them and drove off the rest. Survivors of the barbarian invasion witnessed Zargon's might and feared the world would end, so they fled into the caves beneath their city. **(DC 45)**

Zargon seemed unstoppable, but he had one foe remaining. Eons earlier, Zargon had ruled the Nine Hells of Baator as father of the ancient baatorians, a long-extinct race that preceded the baatezu. His kingdom was a terrifying place, filled with running slime and rampant evil. When Asmodeus and his allies seized the Nine Hells, they purged the plane of the baatorians, enslaving them and destroying their lords. Asmodeus butchered most himself, but Zargon was resilient to the worst attacks. Asmodeus discovered he could kill the flesh of the beast, but not the horn, so he tore it from Zargon's head and flung the ha eful spur out of the hells and to the Material Plane, where it pierced deep into the earth. **(DC 35)**

Driven from the Nine Hells, Zargon's flesh re-formed around his horn, and he turned his attention to the Material Plane. It took centuries, but he crawled up from the depths of the earth and set upon the soft mortals dwelling in the kingdom above. To spare themselves extinction, the people of the kingdom raised up Zargon as their god and fed him endless sacrifices to appease his need to kill. **(DC 50)**

Although the death of the gods did not distress Asmodeus in the least, the freedom of this elder evil did. Asmodeus stepped in to stop Zargon for the last time. Since the lord of Nessus was not a god, he was not vulnerable to the worst of Zargon's powers. Still, he knew he could not slay the beast. Instead, he imprisoned the elder evil in solid stone, so only the horn was visible. He then turned to Zargon's Cynidicean worshipers, burying them alive in the tunnels. **(DC 55)**

GOALS

After Zargon's horn fell from the Nine Hells of Baator, Zargon's flesh grew again, re-forming his body around the horn. Once restored, Zargon was enraged. He craved another chance to fight Asmodeus and the other usurpers, but Zargon knew without his armies he stood little chance of reclaiming his realm. **(Knowledge [history] or [the planes] DC 40)**

Zargon climbed the shaft created by his horn's descent, pulling himself through the earth until he emerged centuries later to find himself beneath a massive human city. Zargon saw these creatures as soft, weak, and useless. He devoured them in awful numbers, but soon they worshiped him as a god, something he felt Asmodeus would never attain. Since his congregation was so willing to feed his hunger, he played along, killing and eating anything it gave him. **(DC 45)**

As a side effect of the cultists' worship and the deaths of countless innocents, Zargon's influence contaminated the land, and strange storms swept across the earth, poisoning it with brown slime. The slime bred new creatures that Zargon sought to corral and use as foot soldiers to reclaim his place in the Nine Hells. But as his power grew, Zargon realized this world could be his. He had no reason to return to his native plane when he could claim this one. **(DC 50)**

ZARGON IN THE CAMPAIGN

The particulars of the Cynidicean Kingdom, such as placement and cultural specifics, are loose to make it easier for you to insert Zargon into the campaign. The ziggurat holding Zargon should lie in the middle of a large desert, but any wasteland can serve. Legends about the lost civilization are hard to come by, suppressed by religious groups hiding the fact that divine intercession failed and Asmodeus saved the day. If necessary, you can substitute any powerful evil force

SIGN: EERIE WEATHER

The worship of Zargon causes unrest among the gods, which is made manifest with strange weather.

Faint: Eerie weather occurs once every 2 weeks and affects an area of 2d20 square miles in a place of your choosing. The effects last for 1d4+1 hours.

Moderate: Eerie weather occurs once a week and affects an area of 2d% square miles. The effects last for 1d8+2 hours.

Strong: Eerie weather occurs once a day and affects an entire continent or large surface of the planet. The effects last for 1d12+4 hours.

Overwhelming: Eerie weather occurs once an hour and affects the entire world. The effects last for 1d3 hours (because the duration can be longer than the frequency, the effects often overlap).

Each time eerie weather occurs, consult the following table and roll d% twice to determine the exact effect. See Weather, *DMG* 93–95, for details.

d%	Effect
01–20	Abnormal weather
01–30	Heat wave; temperature rises by 2d20 degrees
31–60	Cold snap; temperature falls by 2d20 degrees
61–90	Invert season (summer becomes winter)
91–100	Severe wind
21–40	Inclement weather
01–20	Fog
21–80	Rain/snow
81–100	Sleet/hail
41–50	Storm (duststorm, snowstorm, or thunderstorm)
51–70	Powerful storm
01–25	Windstorm
26–50	Blizzard
51–75	Hurricane (coastal only; reroll elsewhere)
76–100	Tornado (1d12 appear)
71–100	Rain of slime[1]

1 Contaminates all exposed water sources as the black dragon's *corrupt water* ability (*MM* 71), and any exposed creature must make a DC 30 Fortitude save or be polluted by slime (see page 147).

for Asmodeus and if you'd prefer the gods not be slain, substitute high-level wizards, priests, or other adventurers.

TIMELINE

The following timeline is intended to help you construct a campaign around Zargon.

EL 2: Dorn, son of high cultist Darius and his lover Neheshru, flees Cynidicea, hoping to escape his homeland and make a life for himself in the civilized world. Along the way, gnoll slavers capture him to sell in the slave markets of a distant city. The PCs come across the humanoids and free Dorn and the rest of the slaves.

EL 5 (Faint Sign): The high cultist Darius commands his people to dig out Zargon from his prison. This causes horrific storms to break out as the elder evil awakens.

Freed from the slavers, Dorn finds his way to a distant city, where he soon falls in with a cult of Juiblex, the demon lord of oozes (*FC1* 66). The cult learns of his origins, and the cultists torture him until they learn all they can. Dorn goes mad and swears his soul to the Faceless Lord.



Zargon the Returner

Illus. by W. England

An archeologist named Vanessa hires the PCs to accompany her across the desert to find a lost city. During the trek, she is separated from the PCs by one of Zargon's storms. Vanessa flees, alone, and finds the city, where she is captured and taught the deeper secrets of Zargon.

EL 8 (Moderate Sign): The eerie weather worsens, and the storms build in intensity. Reports of corrupting slime spread across the region, and more and more innocents are transformed into mindless killers.

Juiblex stirs in the Abyss and takes an interest in what happens on the Material Plane. The Faceless Lord learns that Zargon is behind the upheaval and decides to forge an alliance with the elder evil to work toward the same goal—widespread destruction. Juiblex commands Dorn to return to his homeland and arrange an alliance with the beast.

Meanwhile, cultists of Zuggtmoy (*FC1* 79) learn of their rivals' plans and believe that if they succeed, Juiblex would gain incredible power. Rather than confront the cult, they kill many people and fabricate evidence to implicate the cult of Juiblex. The PCs are called to investigate. They learn of the plot, but also the identities of the true culprits.

EL 11 (Strong Sign): Dorn and his fellow cultists arrive at the ziggurat, where he meets Vanessa. She seduces him and convinces him to join her in a coup to take control of the cult of Zargon. Dorn slays his own father, spilling his blood onto Zargon's horn. This act of treachery speeds Zargon's rebirth, and the world shudders with even more violent weather.

PCs concerned about the meteorological conditions might be prompted to identify the cause. As they search for the source, representatives of sinister and not-so-sinister powers come forward, each seeking to control the characters. Each faction tries to manipulate the PCs into leading it to Zargon's resting place. The PCs must play the groups against one another to learn about the force behind the storms, the threat Zargon poses, and the location of the fabled lost city.

EL 12: The PCs once more look for the Lost City, braving dreadful storms and terrible creatures. They descend into the earth, confront the various masked factions and

CYNIDICEANS

After the lost city of Cynidicea was sealed underground, centuries of dwelling in darkness changed its people. In addition to human racial features, Cynidiceans have the following traits.

Low-Light Vision: A Cynidicean can see twice as far as an ordinary human in starlight, moonlight, torchlight, and similar conditions of poor lighting.

Light Sensitivity (Ex): Cynidiceans are dazzled in bright sunlight or within the radius of a *daylight* spell.

denizens, and learn that Zargon is entombed in the ziggurat on the surface.

EL 12–17 (Overwhelming Sign): The cultists free Zargon from his prison and the elder evil destroys them all, spewing his slime and transforming them into his whelps. The PCs must enter the ziggurat, contend with the horrors inside, and face the elder evil before it breaks free to wreak havoc.

ZARGON IN EBERRON

Zargon is an abominable creation of the daelkyrs. During their invasion, he was one of the greatest terrors to stalk the land, legendary for his resilience to mortal weapons and his ability to regenerate his wounds. When the daelkyrs were entrapped deep within Khyber, Zargon fled into the Demon Wastes, where he conquered a petty kingdom. He was defeated and sealed into a prison of his own and now bides his time to break free and release his former masters.

The Ziggurat and the surrounding Valley of Death lie within the Demon Wastes, somewhere south of the Lake of Fire in a sandy stretch of land. The remnants of Cynidicea are remote, forgotten, and all but ignored; few have reason to travel to the Demon Wastes, let alone to some obscure city.

ZARGON IN FAERÛN

When Asmodeus flung Zargon from the Nine Hells, the elder evil fell to the lands that became the heart of the Imaskar Empire. As the nation grew, one small city blossomed over the very site of Zargon's fall. That city's name was Cynidicea. When the cult of Zargon came to power, the cultists attending to the beast were slain. If Zargon should return, he would raise up the madmen who live in the Lost City and form an army to create a new Imaskar Empire, in his image.

The Valley of Death lies in the Giant's Belt on the edge of Raurin, the Dust Desert. A brown dragon makes its home in the cliff overlooking the sand-choked valley, bound here by a great power to ensure that nothing disturbs the sleeping being.

ZARGON

Zargon stands 30 feet tall from the nest of his squirming tentacles to the tip of his great black horn. One's eyes cannot help but fall upon Zargon's monstrous head. A wide maw filled with curving teeth stretches across his reptilian face, and oozing brown slime hangs from his chin and forms smoking clots on the hardened flesh of his torso. A 7-foot-long black horn speckled with silver flecks thrusts out from the center of his forehead, and pale yellow fluid weeps from its base. Perhaps the most disturbing thing about Zargon is the bulging bloody eye just below his horn.

The rest of Zargon's form is no less repellent. A muscular torso bears the signs of countless injuries, crisscrossed with seeping wounds and pestilential tumors. In place of arms, Zargon has a knot of flesh at each shoulder, from which six long tentacles whip out, each with a thorny barb perfect for embedding into flesh and bone and holding victims fast.

Six thick, muscled tentacles grow from the base of his trunk, and when he moves, one or more of these appendages darts out to find purchase and drag his awfulness forward, leaving a stinking trail of bloody slime, fingers, slippery organs, and other undigested flesh wherever he travels.

ZARGON THE RETURNER — CR 16

hp 342 (18 HD); regeneration 50; **DR** 15/epic

LE Huge outsider (evil, lawful)
Init +2; **Senses** blindsight 500 ft., darkvision 60 ft., true seeing; Listen +30, Spot +30
Languages telepathy 1,000 ft., tongues

AC 32, touch 10, flat-footed 30
Immune acid, anathematic secrecy (malefic property), disease, poison; elder evil immunities (page 6)
Resist cold 20, fire 20; **SR** 28
Fort +28, **Ref** +19, **Will** +26

Speed 40 ft. (8 squares), swim 60 ft.
Melee 12 tentacles +36 each (2d6+20/19–20) and gore +34 (3d6+10) and bite +34 (2d6+10 plus 3d6 acid plus slime)
Space 15 ft.; **Reach** 15 ft. (30 ft. with tentacles)
Base Atk +18; **Grp** +46
Atk Options Cleave, Great Cleave, Power Attack, aligned strike (evil, lawful), constrict 2d6+20, epic strike, improved grab, slime
Special Actions divine enervation (malefic property), spew slime, *summon ooze*
Spell-Like Abilities (CL 18th):
At will—*freedom of movement, magic circle against good, rusting grasp* (+36 melee touch), *transmute rock to mud* (DC 26)
3/day—*lightning bolt* (DC 24), *miasma of entropy*[SC] (DC 25), *slime wave*[SC] (DC 28[C]
1/day—*acid cloud, mind fog* (DC 26)

Abilities Str 50, Dex 15, Con 32, Int 21, Wis 28, Cha 33
SQ horn, nondetection, sign (eerie weather)
Feats Cleave, Great Cleave, Improved Critical (tentacle), Improved Natural Attack (gore), Improved Natural Attack (tentacle), Multiattack, Power Attack
Skills Climb +41, Concentration +32, Decipher Script +26, Diplomacy +13, Hide +15, Intimidate +32, Knowledge (arcana) +26, Knowledge (religion) +26, Listen +30, Search +26, Sense Motive +30, Spellcraft +28, Spot +30, Survival +9 (+11 following tracks), Swim +49

True Seeing (Su) As the *true seeing* spell; continuous; caster level 20th.
Tongues (Su) As the *tongues* spell; continuous; caster level 20th.
Regeneration (Ex) Cold and fire deal normal damage to Zargon. If Zargon loses a limb or body part it grows back in 1 minute. The creature can reattach the severed member instantly by holding it to the stump.
Constrict (Ex) Zargon deals 2d6+20 points of damage with a successful grapple check, in addition to damage from its tentacle attack.
Improved Grab (Ex) To use this ability, Zargon must hit an opponent of up to Huge size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. It receives a +2 bonus on the grapple check for each tentacle that hits. If it wins the grapple check and maintains the hold in the next round, it automatically bites the foe at that time.
Slime (Ex) Creatures damaged by Zargon's bite attack must succeed on a DC 30 Fortitude save or become polluted with slime. Each day, the victim must succeed on another save or take 1d6 points of Constitution, Intelligence, and Charisma damage. Victims reduced to Constitution 0 collapse into a puddle of foul slime, dead. Those reduced to Intelligence 0 or Charisma 0 become whelps of Zargon (see page 154). They retain none of their previous abilities. A remove disease or heal spell removes the effect.

Divine Enervation (Su) All divine spellcasters lose the ability to regain spells so long as they remain within 100 miles of Zargon. This interdiction does not interfere with spellcasting.

Spew Slime (Ex) Once every 5 rounds, Zargon spews a 60-foot cone of brown slime as a swift action. All living creatures within the area take 10d6 points of acid damage (Reflex DC 30 half). Creatures damaged must succeed on DC 30 Fortitude saves or become polluted (see above).

Summon Ooze (Sp) Automatically summon 1d4+1 corruptures (see page 158); 3/day; caster level 18th.

This ability is the equivalent of an 8th-level spell.

Horn (Ex) Zargon's horn grants him regeneration 50 and a +6 resistance bonus on saving throws. Removing the horn requires a touch attack followed by a DC 39 Strength check, and doing so makes Zargon lose its benefits.

The horn "regrows" Zargon after 1d4 days. The horn is destroyed if it is dropped into the Eye of Zargon, far below in the lost city, within one day of Zargon's death.

Anathematic Secrecy (Su) Zargon is immune to all divine divination spell effects.

Nondetection (Su) As the nondetection spell; continuous; caster level 20th.

Skills Zargon has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. He can always choose to take 10 on a Swim check, even if distracted or endangered. He can use the run action while swimming, provided he swims in a straight line.

DORN

"I tried to flee my heritage, yet no matter where I went the only choices I could make were to serve him. I have set aside my childish fears and have resigned myself to whatever end awaits me."

—Dorn, High Priest of Zargon

Born in the subterranean city of Cynidicea, Dorn did everything in his power to escape his homeland, but his past dogged his steps. He swore his life to Juiblex, only to find that his demonic master sold him to Zargon. Now, with loyalties divided and madness filling his head, he has returned to the place of his birth, where he grimly awaits his destiny.

GOALS

Dorn doesn't want to serve Zargon, but his master has commanded it. He must do as he was bidden, so he returned to the Lost City and the madness of his people. Soon after arriving, he met Vanessa, who convinced him to slay his father and take command of the cult. With the filthy deed done, Dorn is even more insane and secretly murders his people to quell the rage growing within him. Given the chance, Dorn would slay Zargon himself, but he knows such thoughts are mad.

USING DORN

Dorn should be a sympathetic character, an individual who has become a plaything for greater powers. This is not to say he isn't capable of wickedness—indeed, by the end of the campaign, his hands should be very bloody—but the PCs should get the sense he could have been otherwise.

Have the PCs meet Dorn early in the campaign, and perhaps even rescue him. Portray him in a way that suggests his innocence and earnestness. He might even be willing to accompany the characters on their adventures, but his lack of experience would make him a liability, so he's sent on his way. When next they meet him, Dorn has endured many cruelties at the hands of the Faceless Lord's cult, and any humanity in him has been ripped away by the profane rituals he endured.

DESCRIPTION

Dorn is a Cynidicean and has spent much of his life without ever seeing the sun. He is pale, with almost translucent skin. His hair is blond, bordering on white, and he has no pigment in his eyes, giving them a red cast. He flinches in bright light and burns and blisters when exposed to the sun.

He carries the weight of Juiblex's corruption. His flesh gives off a heavy stench. A thin membrane of slime covers his skin, and even if he washes it off, it returns. To others, his touch is painful, creating a faint burning sensation.

Of course, he's also crazy. He breaks into barking laughter at dreadful scenes of suffering and spews curses that cause all but the most hardened to shrink away in disgust. He can settle his evil impulses with the sight of blood, so he cuts himself to let the dribbling fluid coax him to sleep.

DORN **CR 14**

hp 144 (14 HD)

Male Cynidicean rogue 1/fighter 3/ranger 3/thrall of Juiblex[BoVD] 7
CE Medium humanoid (human)
Init +8; **Senses** low-light vision; Listen +12, Spot +8
Aura sickening slime (5 ft., DC 23)
Languages Common, Undercommon

AC 21, touch 15, flat-footed 17
Fort +16, **Ref** +15, **Will** +8
Weakness light sensitivity

Speed 35 ft. (7 squares)
Melee *+2 human bane rapier* +20/+15/+10 (1d6+4/15–20 plus 1 vile) or
Melee *+2 human bane rapier* +18/+13/+8 (1d6+4/15–20 plus 1 vile) and cold iron kukri +15 (1d4+1/18–20)
Base Atk +13; **Grp** +15
Atk Options Chosen of Evil (+3 bonus), Murderous Intent (DC 16), Thrall to Demon (+1 luck bonus when performing evil act 1/day), corrosive touch +2d6 acid, favored enemy humans +2, sneak attack +1d6
Special Actions contagion, corrosive spew 1/day, polymorph, *summon demon, summon ooze, summon pudding*
Combat Gear *cape of the mountebank, elixir of hiding, elixir of sneaking, potion of cure moderate wounds, potion of sanctuary, potion of shield of faith +2*

Abilities Str 15, Dex 19, Con 20, Int 12, Wis 13, Cha 8
SQ trapfinding, wild empathy +2 (–2 magical beasts)
Feats Ability Focus (corrosive spew), Chosen of Evil[B], Dash[CW], Endurance[B], Improved Critical (rapier), Improved Initiative, Murderous Intent[B], Thrall to Demon[B], Track[B], Two-Weapon Fighting[B], Vile Martial Strike (rapier), Weapon Finesse[B], Weapon Focus (rapier)[B], Willing Deformity
Skills Balance +8, Climb +9, Escape Artist +16, Hide +11, Intimidate +16, Jump +8, Knowledge (dungeoneering) +7, Knowledge (religion) +9, Listen +12, Move Silently +11, Search +5, Spot +8, Survival +7 (+9 underground), Tumble +10, Use Rope +4 (+6 bindings)
Possessions combat gear plus *+2 mithral shirt, +2 human bane rapier,* cold iron kukri, *ring of protection +1, amulet of health +2, gloves of Dexterity +2,* dog mask

Sickening Slime (Ex) All creatures within 5 feet of Dorn must succeed on a DC 23 Fortitude save or take a –1 circumstance penalty on attack rolls and skill checks for as long as they remain within range.
Light Sensitivity (Ex) Dorn is dazzled in bright sunlight or within the radius of a *daylight* spell.
Contagion (Su) As the *contagion* spell; 1/day; caster level 10th.
Corrosive Touch (Ex) Three times per day, Dorn can secrete a slime. The next time he makes an unarmed attack, that attack does not provoke attacks of opportunity and deals an extra 2d6 points of acid damage.
Corrosive Spew (Ex) Once per day as a standard action, Dorn can spew a 30-foot line of corrosive goo dealing 8d6 points of acid damage to any creature in the area (Reflex DC 22 half).
Summon Demon (Sp) Automatically summon one demon that has 5 HD or fewer; 1/day; caster level 15th. This ability is the equivalent of a 5th-level spell.
Summon Ooze (Sp) Automatically summon a gray ooze (*MM* 202), ochre jelly (*MM* 202), gelatinous cube (*MM* 201), or patch of green slime (*DMG* 76); 1/day; caster level 7th. This ability is the equivalent of a 4th-level spell.
Summon Pudding (Sp) Automatically summon one black pudding (*MM* 201); 1/day; caster level 7th. This ability is the equivalent of a 4th-level spell.


Dorn

VANESSA MACKELROY

"When they took me, I wept for seven days. I tried to escape, tried to flee, but each time they pulled me back. I realized perhaps I was supposed to be here, supposed to learn from these people—and learn I did."

—Vanessa Mackelroy, High Priestess of Zargon

An expert on dead gods, Vanessa had traveled the world recovering samples from lost religions to understand the cultures behind them. Her career came to an abrupt end when she sought the Lost City. What she learned from the masked inhabitants of the madhouse destroyed her respect for the gods, setting a new course for her as a priestess of Zargon.

GOALS

Vanessa's time with the cult altered her personality. Instead of the detached archeologist she once was, she is a wanton hedonist, obsessed with pleasure and dulling her senses by sampling the bizarre drugs used by the Cynidiceans. She craves the oblivion that intoxication brings and fears she has reached the limits of what these strange people can offer her.

USING THIS MINION

Like Dorn, Vanessa transforms over the course of the campaign. When the PCs first meet her, she should be detached and businesslike. She's friendly enough, but has trouble connecting with others. After she falls in with the Cynidiceans, she abandons her pursuit of knowledge, looking into herself for the answers she seeks. What she finds is emptiness—perfect, endless emptiness.

At first, Vanessa relies on her archivist abilities, but later she focuses on entropomancer powers.

DESCRIPTION

Vanessa spent her entire life hiding her tiefling heritage, wearing heavy clothing to conceal the dark markings speckling the skin of her arms and chest. With her descent into profligacy, she now exults in the strangeness her fiendish blood grants her. She has long black hair and dark circles under her eyes. The black spots on her skin move, as though a creature were writhing beneath her flesh. Her ears are slightly pointed, upswept, and pierced a dozen times each. She cuts herself and packs the wounds with powders, oozes, and gels. She claims the pain is exquisite. The wreckage of her flesh testifies to how often she uses these strange drugs.

VANESSA MACKELROY CR 14
hp 86 (14 HD)

Female tiefling archivist[HH] 7/entropomancer[CD] 7
LE Medium outsider (native)
Init +6; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Common, Draconic, Elven, Gnome, Goblin, Infernal, Undercommon

AC 19, touch 13, flat-footed 17
Immune mind-affecting spells and abilities
Resist cold 5, electricity 5, fire 5
Fort +15, **Ref** +7 **Will** +11; +2 against enchantments

Speed 30 ft.
Melee +2 defending longsword +11/+6 (1d8+3/19–20)
Ranged +2 light crossbow +12 (1d8+2/19–20)
Base Atk +8; **Grp** +9

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Special Actions Deformity (madness), Insane Defiance, dark knowledge 5/day (puissance, tactics), entropic field 2/day (reroll, wounding), shard of entropy (5d6)
Combat Gear *potion of cure moderate wounds, wand of invisibility* (9 charges)
Archivist Spells Prepared (CL 10th; 1d20+12 to overcome SR):
5th—*flame strike* (DC 21), *insect plague, spell resistance*
4th—*cure critical wounds, dimensional anchor* (+10 ranged touch), *dismissal, freedom of movement*
3rd—*bestow curse* (DC 19), *contagion* (+9 melee touch, DC 19), *dispel magic, invisibility purge*
2nd—*barkskin, bull's strength, calm emotions* (DC 18), *sound burst* (DC 18), *undetectable alignment*
1st—*cure light wounds, divine favor, obscuring mist, sanctuary, shield of faith*
0—*detect magic, guidance, read magic, virtue*
Spell-Like Abilities (CL 14th):
1/day—*darkness*

Abilities Str 13, Dex 14, Con 15, Int 22, Wis 10, Cha 11
Feats Combat Casting, Deformity (madness)[B], Great Fortitude, Improved Initiative, Insane Defiance[B], Magical Aptitude, Scribe Scroll[B], Spell Penetration, Willing Deformity[B]
Skills Appraise +11, Bluff +2, Concentration +19 (+23 casting defensively), Decipher Script +18, Gather Information +2, Heal +7, Hide +4, Intimidate +10, Knowledge (arcana) +25, Knowledge (dungeoneering) +18, Knowledge (geography) +16, Knowledge (local) +13, Knowledge (religion) +23, Search +19, Spellcraft +27 (+29 deciphering scrolls), Survival +0 (+2 to avoid getting lost, +2 following tracks, +2 underground), Use Magic Device +7 (+11 scrolls)
Possessions combat gear plus *+2 studded leather, +2 defending longsword, +2 light crossbow* with 10 bolts, *ring of protection +1, amulet of natural armor +1, cloak of resistance +1, gloves of Dexterity +2, headband of intellect +2*, bird mask
Prayerbook spells prepared plus 0—all; 3rd—*obscure object;* 4th—*death ward*

Dark Knowledge (Ex) Five times per day, as a move action, Vanessa can make a DC 15 Knowledge check to grant an ally within 60 feet a benefit against one creature (arcana for a magical beast, dungeoneering for an aberration, or religion for an undead). A successful check grants a +1 bonus on attack rolls for 1 minute, and an additional +1 bonus for every 10 points by which she beats the DC.

Alternatively, she can make the check to grant all allies within 60 feet a +1 bonus on saving throws against the creature's abilities, and an additional +1 bonus for every 10 points by which she beats the DC. She can use this ability only once against a particular creature.



Vanessa

Illus. by M. Phillippi

Entropic Field (Su) As a standard action, Vanessa can surround herself with a field that extends out in a 35-foot radius and lasts for 7 rounds. Magical healing automatically fails in the area. Dismissing the field is a standard action. Once per round as a free action, Vanessa can force any creature in the area to reroll an attack roll, save, or check. She decides after she knows whether the roll succeeded or failed, but before the consequences have been calculated and applied.

Any creature (including Vanessa) taking damage while within the area takes 1 point of damage each round (at the end of Vanessa's turn) as long as it remains within the field. Multiple injuries are cumulative. A successful DC 15 Heal check stops the bleeding.

Shard of Entropy (Su) Twice per day, Vanessa can create a shard of entropy that appears in an adjacent square and remains for 7 rounds. She can move the shard up to 30 feet as a move action or against another creature within 30 feet as a standard action. Against objects, the shard deals 5d6 points of damage and ignores hardness. Against creatures, she must make a ranged touch attack (+10 attack modifier), and if successful she deals 5d6 points of damage (Fortitude DC 14 half). Any creature passing through a square containing the shard takes damage (Fort DC 14 half), as does any creature in the same space as the shard at the start of Vanessa's turn.

THE ZIGGURAT

Hidden in the Valley of Death are the ruins of Cynidicea. Little remains of the city, and if not for the imposing ziggurat in the center of the ruins, one might overlook the few exposed stone blocks and crumbling walls. In spite of the site's condition, the ziggurat is more or less intact. Its walls have crumbled somewhat and a few breaches reach to the dark secrets within, but the massive structure stands defiant of time and the harsh terrain.

The ziggurat is a stepped pyramid, with each level rising 20 feet high. Sand conceals most of the bottom tier. Mounted on the top of the ziggurat are three statues. One depicts a strong, bearded man holding a balance and a javelin. Another depicts a winged child with two snakes wrapped around its body, and the third is of a beautiful woman. Over the centuries, the wind has erased all the statues' fine detail.

KEY FEATURES

Each tier of the ziggurat (there are five in all) serves as a discrete level and connects to lower and higher levels by carved staircases cut into the stone. Ceiling heights reach 18 feet except in the hallways, where the ceiling drops to 10 feet high. The upper levels can be developed in extensive detail if



Adventurers make preparations for an assault on the ziggurat

Illus. by R. Horsley

desired, but by the time the PCs reach the ziggurat, Zargon should soon be freed, and there's neither time nor need to detail every inch of this place.

Before Zargon was sealed in the floor, lower levels provided access to the Lost City far below. Whether these levels remain or the Lost City can still be accessed is up to you.

Entrances

Unless you wish to expand this adventure site to include the upper levels, the PCs have to enter through the front doors leading to area A. However, 20 feet of sand prevents this. Characters might use teleportation and divination spells (subject to the limits imposed by Zargon) to circumvent this barrier. If not, it takes 20 hours to clear out a passage by hand (or five hours each for four characters).

Lighting

Lamps that burn human fat for fuel illuminate the main level. The fuel is poor and gives off more smoke than light. Each lamp sheds shadowy illumination in a 10-foot radius. The lamps hang from hooks every 20 feet in the corridors and might or might not be lit in individual rooms, depending on the occupants.

Doors

Doors throughout are closed and locked. All locks use the same keys, and each cultist carries a key on his person. The cultists shut and lock any door they pass through—to leave one open warns that intruders are inside.

Locked Lead Door: 2 inches thick; hardness 10; hp 60; Open Lock DC 30; break DC 28.

Walls

The walls between rooms are reinforced masonry, and thicker walls count as magically treated hewn stone. Lead sheets have been buried within all walls, ruining certain divination spells such as *locate object*.

Thin Walls (Reinforced Masonry): 1 foot thick; break DC 45; hardness 8; hp 180; Climb DC 15.

Thick Walls (Magically Treated Hewn Stone): 3 feet thick or thicker; break DC 70; hardness 16; hp 1,080; Climb DC 22.

Floors

The floors are flagstone. In breached areas, light rubble increases the DCs of Balance and Tumble checks by 2.

DEFENSES

The cult is ready for an attack, so three sets of guards monitor the corridors. Each group consists of five guards.

If combat breaks out, the closest guards are entitled to Listen checks. Those who succeed go to investigate. Guards in room 12 respond to sounds of fighting in encounter 10–3 (page 158).

Dorn and Vanessa will investigate if they hear combat break out within 50 feet of them. Otherwise, they move to encounter 10–3 to make their stand alongside Zargon.

Cult Guards (5 per group): 59 hp; see page 156.

ENCOUNTER AREAS

The following locations correspond to those indicated on the ziggurat map.

A. Main Entry Chamber

Two rows of statues depicting animal-headed people support the high ceiling of this massive chamber. Mosaics recounting the rise and fall of Cynidicea adorn the walls behind the statues. Bright light fills the corridor to the south, revealing more mosaics. The wide corridor ends at a T intersection.

A character who examines the northwest corner of the room and succeeds on a DC 25 Search check discover a hidden trapdoor. Lifting the lid reveals a ladder descending into the darkness. This passage leads the subterranean city.

The southern passage ends at an illusory wall.

B. Empty Room

The floor of this chamber drops 6 feet. At the bottom is a shattered stone box. An acrid stench fills the air.

C. Storage Room

Wine racks cover the north and east walls and casks cover the west, as do the remains of several shattered casks. The floor here is black and sticky.

D. Crushing Wall Trap (EL 10)

This passage is trapped. Stepping anywhere in the indicated area causes the entire stretch of corridor to slam shut, pulping anyone caught between the walls.

Crushing Wall Trap: CR 10; mechanical; location trigger; automatic reset; no attack roll required (18d6, crush); Search DC 20; Disable Device DC 25.

E. Killing Floor

This room holds piles of corpses, butchered by Dorn (see encounter 10–1, page 154). Aside from a collection of animal masks, the bodies have nothing of value.

F. Gambling Hall

This room was once a gaming hall, as evidenced by the toppled tables, cards, dice, and scattered coins. Blood soaks the carpet in the center of the room. The dead are everywhere.

A secret door stands on the south wall. A character who succeeds on a DC 25 Search check finds a hidden pressure plate that causes it to open.

G. Cultist's Chamber (EL 0 or 14)

This room was once the private quarters for the high cultist Darius—Dorn's father. The room holds a bed, dresser, writing desk, and other ordinary furniture. Painted on the east wall is a grotesque illustration depicting Zargon.

Characters searching the high priest's belongings find little of value, but a DC 25 Search check turns up a *pearl of power (4th)* lying under the bed.

If Vanessa has not yet been encountered, she is here.

Vanessa: hp 86; see page 149.

H. Abandoned Cultist's Quarters

A moist odor fills the air of this damp room. Aside from a sagging bed, shelves, and a small chest, this room is empty.

I. Consultation Room (EL 14 or 15)

A massive table dominates the center of this wood-paneled room. Six chairs are pushed up to the table on either side. In each corner stands a gaudy painted urn, and flanking the door are two gargoyle sneaks.

If Vanessa has not yet been encountered, she is here.

Vanessa: hp 86; see page 149.

2 GARGOYLE SNEAKS — CR 12
hp 145 each (14 HD); **DR** 10/magic

Male advanced gargoyle rogue 8
CE Medium monstrous humanoid (earth)
Init +4; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Languages Common, Terran

AC 24, touch 17, flat-footed 24; Dodge, Mobility, improved uncanny dodge
Resist evasion
Fort +10, **Ref** +15, **Will** +8

Speed 40 ft. (8 squares), fly 60 ft. (average); Spring Attack
Melee 2 claws +17 each (1d4+5) and bite +15 (1d6+2) and gore +15 (1d6+2)
Base Atk +12; **Grp** +17
Atk Options magic strike, sneak attack +4d6

Abilities Str 20, Dex 18, Con 22, Int 6, Wis 12, Cha 6
SQ freeze, trap sense +2, trapfinding
Feats Dodge, Mobility, Multiattack, Spring Attack, Toughness
Skills Balance +6, Hide +17 (+25 in front of stone), Jump +19, Listen +14, Move Silently +12, Spot +14, Tumble +14
Possessions *ring of protection +3, bracers of armor +3*

Freeze (Ex) An observer must succeed on a DC 20 Spot check to notice that a motionless gargoyle sneak is alive.

J. Barracks (EL 14)

This wide room houses the guards patrolling the corridors. At any given time, there are ten guards here reclining and relaxing. Although off duty, they wear animal masks depicting two each of the following: boar, rat, ant, eagle, and wolf.

The guards store their possessions here. The PCs can find 550 gp and 3 *potions of cure serious wounds* in footlockers.

Cult Guards (10): AC 14 (no armor); hp 59 each; see page 156.

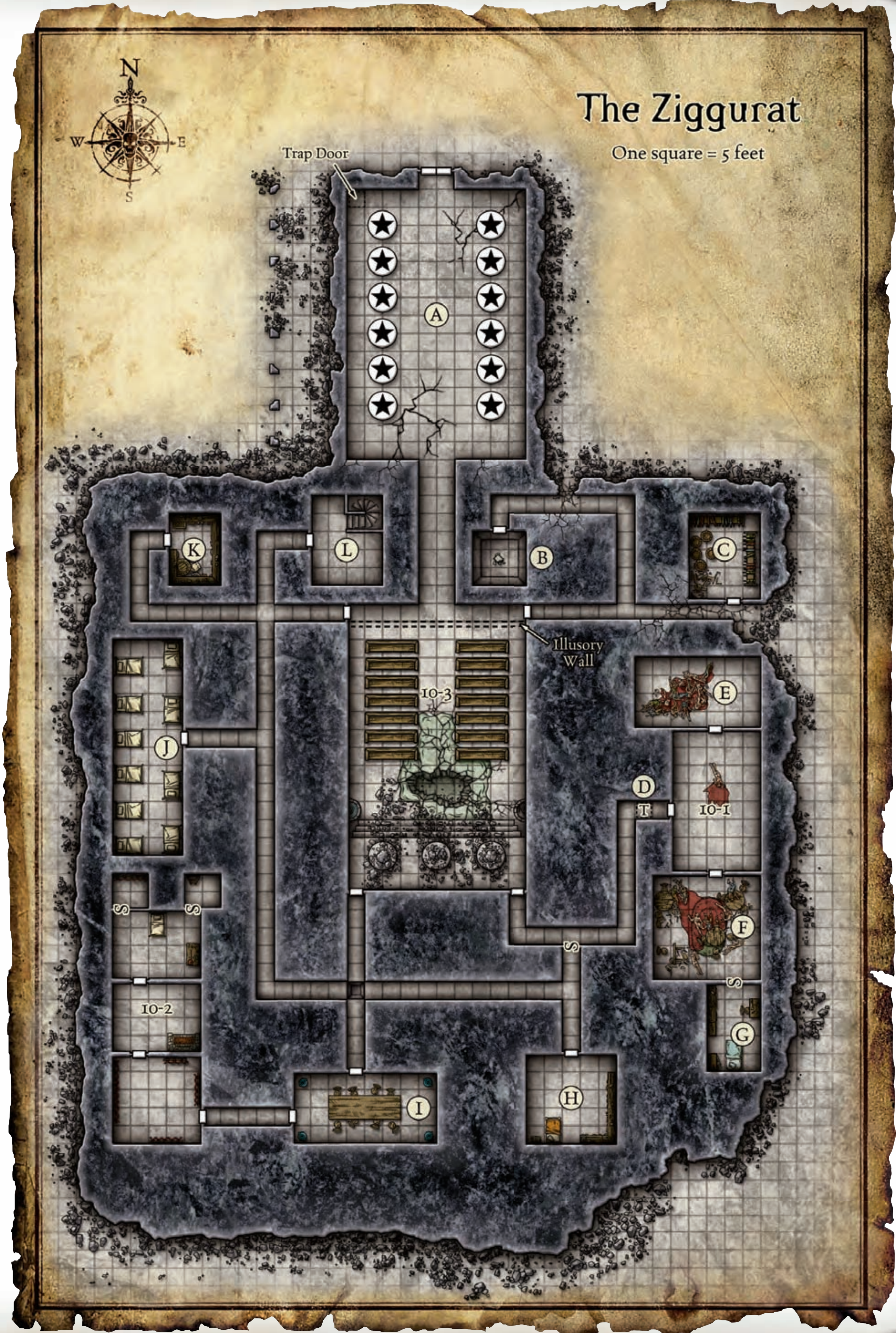
K. Storeroom

This chamber holds the cult's spare vestments, masks, incense, general goods, and three months' worth of rations and water. There are five masks (tiger, ape, rat, rhino, and boar) and accompanying vestments. Assume that the room holds at least one piece of any mundane equipment (excluding alchemical items, weapons, and armor).

L. Guardroom (EL 12)

Four guards wearing rat masks and red robes over mail protect this room. They make sure none of the denizens from below come up to disturb the cult's activities. If you are not expanding this adventure site to the lower levels, have the stairs end at a bricked-up wall.

Cult Guards (4): hp 59 each; see page 156.



The Ziggurat
One square = 5 feet
N
W
E
S
Trap Door
Illusory Wall
A
B
C
D
E
F
G
H
I
J
K
L
T
S
10-1
10-2
10-3

Hall of Whelps

Encounter Level 12 or 15

SETUP

The circumstances of this encounter depend on whether or not the player characters sprang the trap in area D. Dorn (D) is here, along with the whelps (W), if he has not been encountered elsewhere. The black pudding and the ochre jelly do not appear until Dorn summons them, but if the PCs sprang the crushing wall trap, he has already summoned a black pudding.

Black Pudding CR 7

hp 115 (10 HD); split

N Huge ooze
Init –5; **Senses** blind, blindsight 60 ft.; Listen –5
Languages —

AC 3, touch 3, flat-footed 3
Immune gaze attacks, illusions, visual effects; ooze immunities
Fort +9, **Ref** –2, **Will** –2

Speed 20 ft. (4 squares), climb 20 ft.
Melee slam +8 (2d6+4 plus 2d6 acid)
Space 15 ft.; **Reach** 10 ft.
Base Atk +7; **Grp** +18
Atk Options acid, constrict 2d6+4 plus 2d6 acid, improved grab

Abilities Str 17, Dex 1, Con 22, Int —, Wis 1, Cha 1
SQ ooze traits
Skills Climb +11, Listen –5

Split (Ex) Slashing and piercing weapons deal no damage to a black pudding. If an attack with such a weapon hits, the creature splits into two identical puddings, each with half of the original's current hit points (round down). A pudding with 10 hit points or fewer cannot be further split and dies if reduced to 0 hit points.

Acid (Ex) A black pudding's natural attack deals an extra 2d6 points of acid damage. Creatures struck by the pudding's slam attack must succeed on a DC 21 Reflex save or their armor and clothing dissolve, becoming immediately useless. A metal or wooden weapon that strikes a black pudding is destroyed unless it succeeds on a DC 21 Reflex save. The save DCs are Constitution based.

The pudding's acidic touch deals 21 points of damage per round to wooden or metal objects, but the ooze must remain in contact with the object for 1 round to deal this damage.

Constrict (Ex) A black pudding deals 2d6+4 points of damage plus 2d6 points of acid damage with a successful grapple check, in addition to damage from its slam attack.

Improved Grab (Ex) To use this ability, a black pudding must hit an opponent with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple, it establishes a hold and can constrict.

Dorn CR 14

hp 144 (14 HD)
See page 148 for statistics

3 Whelps of Zargon CR 9

hp 145 each (10 HD); regeneration 5; **DR** 10/good

NE Medium ooze (evil)
Init +4; **Senses** blind, blindsense 60 ft.; Listen –5
Aura horrific resemblance
Languages —

AC 8, touch 8, flat-footed 8; acid sheath
Immune acid, gaze attacks, illusions, visual effects; ooze immunities
SR 18
Fort +12, **Ref** +1, **Will** –2

Speed 30 ft. (6 squares), swim 30 ft.
Melee slam +15 (1d6+12 plus 2d6 acid plus slime)
Space 5 ft.; **Reach** 5 ft.
Base Atk +7; **Grp** +19
Atk Options acid slam, aligned strike (evil), improved grab, slime
Special Actions horrific resemblance

Abilities Str 27, Dex 6, Con 29, Int —, Wis 1, Cha 1
SQ ooze traits
Skills Listen –5, Swim +16

Regeneration (Ex) Cold and fire deal normal damage to whelps of Zargon.

Horrific Resemblance (Su) A whelp of Zargon's body displays horrific hints of the person it was before its hideous transformation. Living creatures within 5 feet of a whelp of Zargon must succeed on a DC 20 Will save or become stunned for 1 round. A creature that succeeds on this save is immune to this particular whelp's horrific resemblance ability for 24 hours.

Acid Sheath (Ex) A whelp of Zargon's body produces corrosive slime. Any creature that strikes or touches a whelp of Zargon with its body, or that grapples a whelp, automatically takes 2d6 points of acid damage. A creature takes damage from this ability only once per turn.

Acid Slam (Ex) A whelp of Zargon's slam attacks deal an extra 2d6 points of acid damage.

Improved Grab (Ex) To use this ability, a whelp of Zargon must hit an opponent of up to Medium size with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A whelp of Zargon has a +4 racial bonus on grapple checks.

Slime (Ex) Whelps of Zargon drip with a noxious slime. Creatures damaged by a whelp's slam attack must succeed on a DC 24 Fortitude save or become polluted with slime. Each day, the victim must succeed on another DC 24 Fortitude save or take 1d6 points of Constitution, Intelligence, and Charisma damage. A victim reduced to Constitution 0 collapses into a puddle of foul slime, dead. Those reduced to Intelligence 0 or Charisma 0 become whelps of Zargon. They retain none of their previous abilities. A *remove disease* or *heal* spell removes the effect.

Ochre Jelly **CR 5**

hp 69 (6 HD); split

N Large ooze
Init –5; **Senses** blind, blindsight 60 ft.; Listen –5
Languages —

AC 4, touch 4, flat-footed 4
Immune gaze attacks, illusions, visual effects; ooze immunities
Fort +8, **Ref** –3, **Will** –3

Speed 10 ft. (2 squares), climb 10 ft.
Melee slam +5 (2d4+3 plus 1d4 acid)
Space 10 ft.; **Reach** 5 ft.
Base Atk +4; **Grp** +10
Atk Options acid, constrict 2d4+3 plus 1d4 acid, improved grab

Abilities Str 15, Dex 1, Con 22, Int —, Wis 1, Cha 1
SQ ooze traits
Skills Climb +10, Listen –5

Split (Ex) Slashing and piercing weapons and electricity deal no damage to an ochre jelly. If such an attack hits, the creature splits into two identical jellies, each with half of the original's current hit points (round down). A jelly with 10 hit points or fewer cannot be further split and dies if reduced to 0 hit points.
Acid (Ex) An ochre jelly's natural attack deals an extra 1d4 points of acid damage.
Constrict (Ex) An ochre jelly deals 2d4+3 points of damage plus 1d4 points of acid damage with a successful grapple check, in addition to damage from its slam attack.
Improved Grab (Ex) To use this ability, an ochre jelly must hit an opponent with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple, it establishes a hold and can constrict.

Features of the Area

Blood: The pools of blood in this area are slippery, increasing the DC of Balance and Tumble checks by 5.

Lead Door: 2 inches thick; hardness 10; hp 60; Open Lock DC 30; Break DC 28.



When the PCs open the door, read:

A gruesome scene greets you. Lying on the floor in a pool of blood is the headless corpse of a human, its flesh smoking from acidic handprints. Gathered around the body and tearing at its flesh are three mounds of dripping brown jelly, reminiscent of humanoids in their postures and movements. Crouching in a corner is a human witness to this atrocity. He yells, "Kill them. All of them!"

TACTICS

The whelps of Zargon ooze forward to attack the first character they sense. The make slam attacks each round against the closest creature. If they hit, they start grapples as free actions. A whelp and its opponent make opposed grapple checks. If the whelp wins, it grapples its opponent and moves into its opponent's space, dealing 1d6+12 points of damage plus 2d6 points of acid damage. On its next turn, it attempts to pin the opponent by making another opposed grapple check. Remember, each time a whelp deals damage, its opponent must make a Fortitude save to avoid being polluted by slime.

If Dorn is here and the trap was not sprung, he uses his first action to summon a black pudding. He then retreats to the far corner. On his next turn, he uses *summon ooze* to summon an ochre jelly and then draws his rapier. Once his minions are engaging the PCs, Dorn follows up with corrosive spew, then moves toward an injured player character, drawing his kukri as he does.

Den of Excess

Encounter Level 14 or 16

SETUP

Place the cult guards (G) as indicated on the map. The players place their miniatures in the hallway leading into the southernmost room. If Vanessa (V) has not been encountered elsewhere, she's here.

When the PCs open the door, read:

Two tiger-masked men wearing long, red robes turn toward you with weapons drawn.

Two rounds after combat begins, bring the thralls (J) into the room and read:

Through the northern door burst two screaming men in ornate breastplates wielding morningstars. Their flesh glistens beneath a coating of slime.

Four rounds after combat begins, bring the cultist (Z) into the room and read:

Following the others is a gaunt humanoid wearing a red-faced rat mask. He curses in a guttural tongue as he levels a finger at your group.

Vanessa — CR 14

hp 86 (14 HD)
See page 149 for statistics

2 Cult Guards — CR 8

hp 58 each (9 HD)

Male Cynidicean warrior 9
LE Medium humanoid (human)
Init +6; **Senses** low-light vision; Listen +4, Spot +4
Languages Undercommon

AC 19, touch 12, flat-footed 17
Fort +8, **Ref** +5, **Will** +2
Weakness light sensitivity

Speed 20 ft. (4 squares) in chainmail, base speed 30 ft.
Melee mwk longsword +14/+9 (1d8+3/17–20)
Ranged mwk light crossbow +12 (1d8/19–20)
Base Atk +9; **Grp** +12
Atk Options Power Attack
Combat Gear potion of cure moderate wounds

Abilities Str 16, Dex 14, Con 14, Int 10, Wis 8, Cha 12
Feats Alertness, Improved Critical (longsword), Improved Initiative, Power Attack, Weapon Focus (longsword)
Skills Intimidate +13, Knowledge (religion) +6, Listen +4, Spot +4
Possessions combat gear plus masterwork chainmail, masterwork heavy steel shield, masterwork longsword, masterwork light crossbow with 10 bolts, animal mask, 10 gp

Light Sensitivity (Ex) Cult guards are dazzled in bright sunlight or within the radius of a *daylight* spell.

2 Thralls of Juiblex (Raging) — CR 10

hp 108 each (10 HD); **DR** 1/—

Male Cynidicean barbarian 8/thrall of Juiblex[BoVD] 2
CE Medium humanoid (human)
Init +1; **Senses** low-light vision; Listen +12, Spot +4
Aura sickening slime (5 ft., DC 16)
Languages Common

AC 20, touch 9, flat-footed 20; improved uncanny dodge
Fort +13, **Ref** +6, **Will** +4
Weakness light sensitivity

Speed 30 ft. (6 squares) in breastplate, base speed 40 ft.
Melee *+2 morningstar* +18/+13 (1d8+7)
Base Atk +10; **Grp** +15
Atk Options Power Attack, Thrall to Demon (+1 luck bonus while performing evil act 1/day), corrosive touch +2d6 acid, rage 3/day (7 rounds)
Combat Gear 2 *potions of cure light wounds*

Abilities Str 20, Dex 12, Con 18, Int 10, Wis 8, Cha 14
SQ trap sense +2
Feats Improved Unarmed Strike, Power Attack, Thrall to Demon, Weapon Focus (morningstar), Willing Deformity
Skills Escape Artist +3, Intimidate +18, Knowledge (religion) +7, Listen +12, Spot +4, Use Rope +1 (+3 bindings)
Possessions combat gear plus *+2 breastplate, +1 heavy steel shield, +2 morningstar, amulet of natural armor +1*

Sickening Slime (Ex) All creatures within 5 feet of a thrall of Juiblex must succeed on a DC 16 (14 if not raging) Fortitude save or take a –1 circumstance penalty on attack rolls and skill checks for as long as they remain within range.
Light Sensitivity (Ex) Thralls of Juiblex are dazzled in bright sunlight or within the radius of a *daylight* spell.
Corrosive Touch (Ex) Three times per day, a thrall of Juiblex can secrete a slime. The next time he makes an unarmed attack, that attack does not provoke attacks of opportunity and deals an additional 2d6 points of acid damage.

When not raging, the thralls of Juiblex have the following changed statistics:
hp decrease by 20
Aura sickening slime (5 ft., DC 14)
AC 22, touch 11, flat-footed 22
Fort +11, **Will** +4
Melee *+2 morningstar* +16/+11 (1d8+5)
Grp +13
Abilities Str 16, Con 14

CULTIST OF ZARGON **CR 10**

hp 59 (10 HD)

Male Cynidicean hexblade[CW] 10
LE Medium humanoid (human)
Init +4; **Senses** low-light vision; Listen –1, Spot –1
Languages Undercommon

AC 19, touch 14, flat-footed 15; Dodge, Mobility
Resist mettle
Fort +3, **Ref** +7, **Will** +8; +3 against spells and spell-like effects
Weakness light sensitivity

Speed 30 ft. (6 squares)
Melee *+1 battleaxe* +13/+8 (1d8+3/×3)
Ranged *+1 light crossbow* +16 (1d8+1/19–20)
Base Atk +10; **Grp** +12
Atk Options Combat Reflexes
Special Actions greater hexblade's curse 3/day
Combat Gear *potion of cure light wounds*
Hexblade Spells Known (CL 5th; 1d20+7 to overcome SR):
2nd (2/day)—*bull's strength, invisibility, suggestion* (DC 15)
1st (2/day)—*charm person* (DC 14), *disguise self, entropic shield, expeditious retreat*

Abilities Str 14, Dex 18, Con 10, Int 10, Wis 8, Cha 16
SQ summon familiar (none at present)
Feats Combat Casting[B], Combat Reflexes, Deformity (gaunt)[B], Dodge, Evil Brand[B], Iron Will, Mobility, Spell Penetration[B], Weapon Focus (light crossbow), Willing Deformity[B]
Skills Bluff +16, Concentration +5 (+9 casting defensively), Diplomacy +5 (+7 against evil creatures), Disguise +3 (+5 acting), Escape Artist +6, Hide +9, Intimidate +23 (+25 against evil creatures), Knowledge (religion) +4, Listen –1, Move Silently +9, Spot –1
Possessions combat gear plus *+1 mithral shirt, +1 battleaxe, +1 light crossbow* with 10 bolts, *boots of elvenkind, cloak of elvenkind, gloves of Dexterity +2*

Mettle (Ex) If a cultist of Zargon makes a successful Fortitude or Will save against an attack that normally would have a partial effect on a successful save, he instead negates the effect.
Light Sensitivity (Ex) A cultist of Zargon is dazzled in bright sunlight or within the radius of a *daylight* spell.
Greater Hexblade's Curse (Su) Three times per day as a free action, a cultist can bestow a curse on a single target within 60 feet. The target takes a –4 penalty on attack rolls, saves, ability checks, skill checks, and weapon damage rolls for 1 hour. A DC 18 Will save negates the effect.

TACTICS

The cult guards shout the alarm and charge the PCs on their action. They use Power Attack later if they hit on the first round. Two rounds later, the thralls of Juiblex join the fight, rage, and charge the PCs.

Two rounds later, Vanessa (if present) and the cultist of Zargon arrive. The cultist targets melee combatants with greater hexblade's curse, then peppers the PCs with crossbow bolts. If this proves ineffective, he casts *bull's strength* and *entropic shield*, then leaps into battle.

Vanessa supports the melee combatants with spells, casting *flame strike* on the largest concentration of characters, followed by *sound burst* and *prayer*. If she faces spellcasters, she begins the fight by casting *spell resistance* on herself, then *obscuring mist* to level the playing field.

FEATURES OF THE AREA

Lighting: All rooms except the secret chambers are lit with shadowy illumination, granting concealment (20% miss chance).

Tapestries: Tapestries depicting grotesque scenes of human sacrifice hang in one of the secret rooms and in southern room. A character standing behind a tapestry gains concealment (20% miss chance). Climbing a tapestry requires a DC 10 Climb check.

Secret Doors: Two secret doors lead to concealed chambers. A DC 25 Search check in the area reveals them and their opening mechanisms.

Desk: The desk is a simple wooden writing desk. The desk stands 4 feet off the ground. Standing on it grants a character a +1 bonus on attack rolls against creatures below him.

Bed: The bed is a stained feather mattress. There is nothing of interest on the bed, but searching it exposes the characters to slimy doom (contact; Fort DC 14; incubation 1 day; 1d4 Con plus second Fort save or 1 point becomes drain; *DMG* 292).

Stove: This is a simple stove. A fire burns inside. Standing on the stove grants a +1 bonus on attack rolls made against lower creatures, but the character takes 1d2 points of fire damage each round.

Ladder: In the eastern secret room, there's an iron ladder bolted against the north wall (Climb DC 0). If your adventure includes the upper levels, this ladder leads there. If not, the exit is bricked up. Characters descending from the upper levels enter this level from here.

Treasure Hoard: The western secret room contains the cult's accumulated wealth, including 7,500 pp, 3,000 gp, 24 gemstones (average value 100 gp), *ring of minor acid resistance, lesser Silent metamagic rod, wand of cure serious wounds* (32 charges), *candle of lawful invocation*, and a *cognizance crystal (7 points)* (replace with a *+3 kukri* if no psionic characters).



Chapel of Zargon

Encounter Level 17

SETUP

Use this encounter when the PCs are ready to face Zargon. If they arrive before the elder evil's sign is overwhelming, this room contains twelve cultist guards (see encounter 10–2 for statistics) working to extract their master. Dorn or Vanessa can be placed here as well.

Otherwise, when the PCs arrive, Zargon has transformed his servants into corruptures and whelps. Place creatures where indicated on the map. Have the players place their miniatures anywhere on the north side of the room up to five feet below the *illusory walls* if they approached from the north or near the door they entered if they approached from the south.

When the players have placed their miniatures, read:

Dominating the end of an old ruined chapel is a 30-foot-tall monstrosity, humanoid except for the masses of tentacles emerging from the lower half of

Zargon — CR 16

hp 342 (18 HD); regeneration 50; **DR** 15/epic

See page 147 for statistics.

3 Corruptures[MM4] — CR 9

hp 159 each (11 HD); **DR** 5/—

N Huge ooze (aquatic)
Init –5; **Senses** blind, blindsense 60 ft.; Listen –5
Languages —

AC 3, touch 3, flat-footed 3; acid sheath
Immune acid, gaze attacks, illusions, visual effects; ooze immunities
SR 18
Fort +12, **Ref** –2, **Will** –2

Speed 20 ft. (4 squares), climb 20 ft., swim 20 ft.
Melee slam +16 (2d6+15 plus 2d6 acid)
Space 15 ft.; **Reach** 10 ft.
Base Atk +8; **Grp** +26
Atk Options trample 2d6+15 plus 2d6 acid
Special Actions acid burst

Abilities Str 31, Dex 1, Con 29, Int —, Wis 1, Cha 1
SQ amphibious, ooze traits
Skills Climb +18, Listen –5, Swim +18

Acid Sheath (Ex) A corrupture's body produces corrosive slime. Any creature that strike or touches a corrupture with its body, or that grapples a corrupture, automatically takes 2d6 points of acid damage. A creature takes damage from this ability only once per turn.
Trample (Ex) Reflex DC 25 half.
Acid Burst (Ex) A corrupture can activate an acid burst as a standard action. Any creature within 20 feet takes 6d6 points of acid damage (Reflex DC 24 half).
Amphibious (Ex) A corrupture can survive indefinitely on land or underwater.

3 Whelps of Zargon — CR 9

hp 145 each (10 HD); regeneration 5; **DR** 10/good

NE Medium ooze (evil)
Init +4; **Senses** blind, blindsense 60 ft.; Listen –5
Aura horrific resemblance
Languages —

AC 8, touch 8, flat-footed 8; acid sheath
Immune acid, gaze attacks, illusions, visual effects; ooze immunities
SR 18
Fort +12, **Ref** +1, **Will** –2

Speed 30 ft. (6 squares), swim 30 ft.
Melee slam +15 (1d6+12 plus 2d6 acid plus slime)
Space 5 ft.; **Reach** 5 ft.
Base Atk +7; **Grp** +19
Atk Options acid slam, aligned strike (evil), improved grab, slime
Special Actions horrific resemblance

Abilities Str 27, Dex 6, Con 29, Int —, Wis 1, Cha 1
SQ ooze traits
Skills Listen –5, Swim +16

Regeneration (Ex) Cold and fire deal normal damage to whelps of Zargon.
Horrific Resemblance (Su) A whelp of Zargon's body displays horrific hints of the person it was before its hideous transformation. Living creatures within 5 feet of a whelp of Zargon must succeed on a DC 20 Will save or become stunned for 1 round. A creature that succeeds on this save is immune to this particular whelp's horrific resemblance ability for 24 hours.
Acid Sheath (Ex) A whelp of Zargon's body produces corrosive slime. Any creature that strikes or touches a whelp of Zargon with its body, or that grapples a whelp, automatically takes 2d6 points of acid damage. A creature takes damage from this ability only once per turn.
Acid Slam (Ex) A whelp of Zargon's slam attacks deal an extra 2d6 points of acid damage.
Improved Grab (Ex) To use this ability, a whelp of Zargon must hit an opponent of up to Medium size with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A whelp of Zargon has a +4 racial bonus on grapple checks.
Slime (Ex) Whelps of Zargon drip with a noxious slime. Creatures damaged by a whelp's slam attack must succeed on a DC 24 Fortitude save or become polluted with slime. Each day, the victim must succeed on another DC 24 Fortitude save or take 1d6 points of Constitution, Intelligence, and Charisma damage. A victim reduced to Constitution 0 collapses into a puddle of foul slime, dead. Those reduced to Intelligence 0 or Charisma 0 become whelps of Zargon. They retain none of their previous abilities. A *remove disease* or *heal* spell removes the effect.

Features of the Area

Lighting: This room is dark.

Pew: Large or smaller characters entering spaces containing pews must spend 2 squares of movement. They receive a +1 circumstance bonus on attack rolls made to hit opponents standing on the ground. In addition, characters standing on pews are not subject to the effect of the slime on the ground. Jumping from one pew to another requires a DC 20 Jump check for a standing jump or a DC 10 Jump check for a running jump. Failure by 5 or more indicates the character stumbles and falls to the ground, exposing him to the slime.

A pew has hardness 5, 50 hit points, and break DC 30.

Illusory Wall: Illusory walls stretch across the north edge of the room (DC 18, caster level 16th).

Broken Statue: Three massive statues once stood at the end of the chapel, but the cultists of Zargon have defaced and shattered them; the rubble covers the floor around them. Each statue stands 10 feet high and ends in a jagged break. A DC 15 Climb check allows a character to climb a statue.

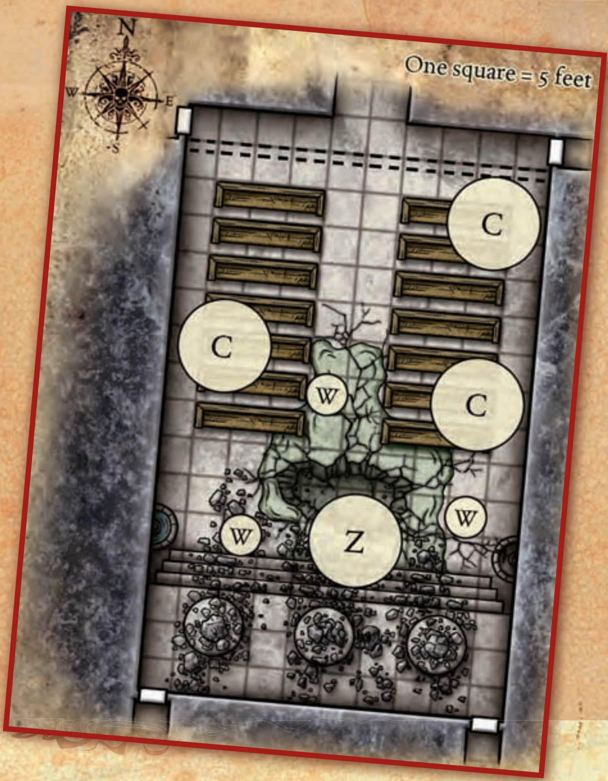
Dense Rubble: Entering a square containing dense rubble costs 2 squares of movement. Dense rubbles increases the DCs of Balance and Tumble checks by 5 and imposes a –2 penalty on Move Silently checks. Running or charging through dense rubble is impossible.

Steps: A short set of steps leads up to the dais at the end of the room. Fighting while standing on a higher step grants a character a +1 circumstance bonus on attack rolls.

Pit: Zargon emerges from a deep pit dug by his cultists, who were rewarded for their labor by being transformed into slime. The pit is 37 feet deep, and the bottom is covered with slime. A character falling in the pit takes 2d6 points of falling damage and must contend with the slime at the bottom. The pit's walls can be climbed with a DC 10 Climb check.

Cracked Floor: Spaces containing cracked floor count as uneven flagstone. When running or charging through these spaces, a character must succeed on a DC 10 Balance check. Failure indicates the character can still act but cannot run or charge in this round.

Slime: Characters moving through the slime become polluted unless they succeed on DC 30 Fortitude saves. Those who fail must succeed on an additional Fortitude save each day or take 1d6 points of Constitution, Intelligence, and Charisma damage. Victims reduced to Constitution 0 collapse into a puddle of slime, dead. Those reduced to Intelligence 0 or Charisma 0 are transformed into whelps of Zargon and retain none of their previous abilities. A *remove disease* or *heal* spell removes the effect.



its body and whipping out from its shoulders. It glares at you with the one massive, bloody eye set beneath its 7-foot-long black horn.

Three masses of slime rise from the floor, and human-shaped bags of slime slide across the surface.

Tactics

Whelps engage the closest living creature. Those hitting their opponents initiate a grapple. Both the whelp and its opponent make opposed grapple checks. If the whelp wins, it grapples with its opponent and moves into its opponent's space, dealing 1d6+12 points of damage plus 2d6 points of acid damage. On its next turn, it attempts to pin the opponent by making another opposed grapple check. Remember, each time a whelp deals damage, its opponent must make a Fortitude save to avoid being polluted by the slime.

The corruptures make slam attacks, but each round one creature uses acid burst, so after three rounds each corrupture has used this ability once.

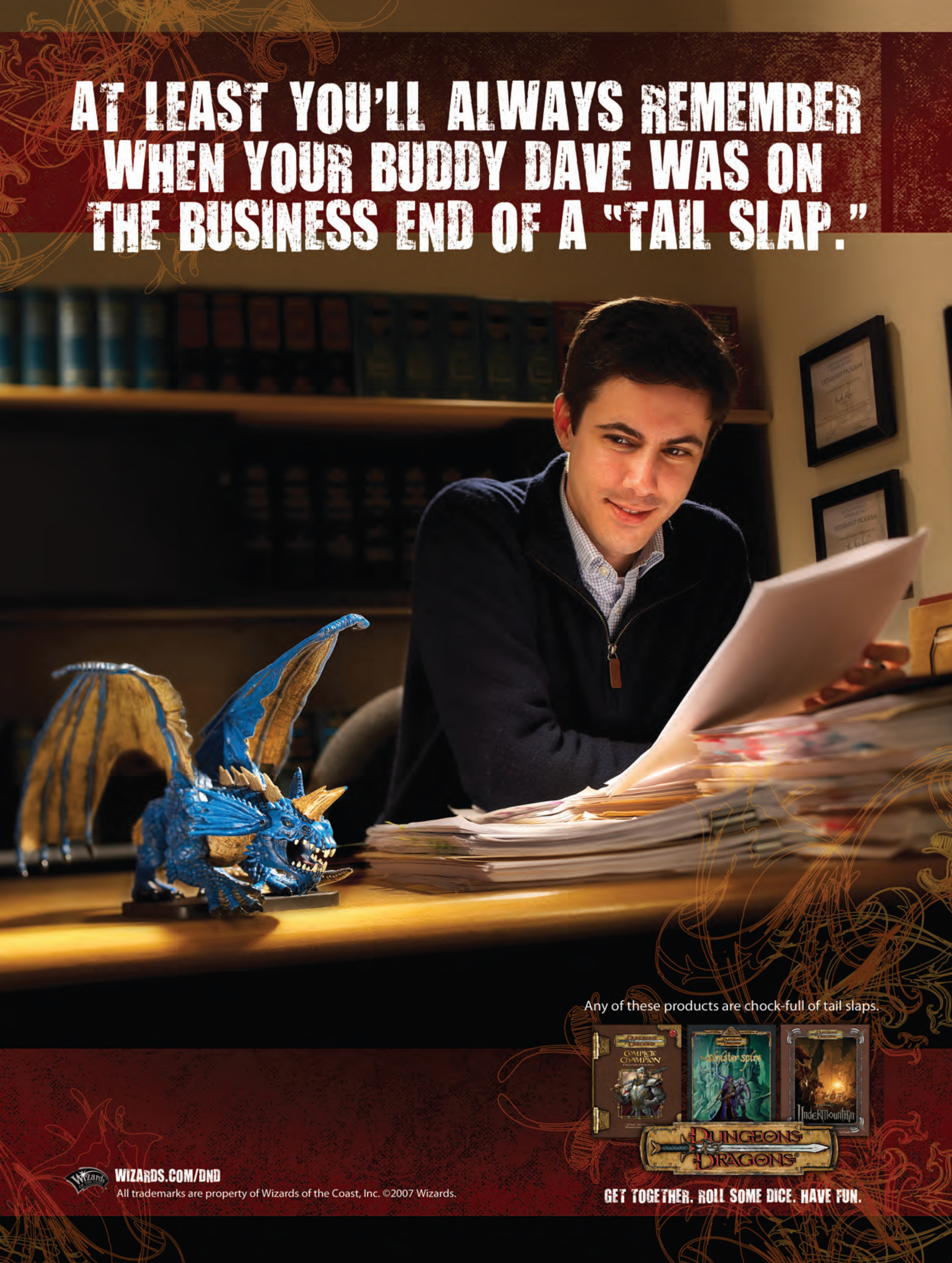
Zargon starts by using his spew slime ability, blanketing the area with the awful stuff. While the oozes attend to the PCs, Zargon uses spell-like abilities, preferring *lightning bolt*, *slime wave*, and *mind fog*. It reserves *acid fog* for when the PCs come with reach.

When fighting in melee combat, Zargon is reckless, using a 9-point Power Attack each round. Zargon fights until destroyed, knowing he will rise once more in a few days.

Sounds of combat in this room attract the attention of guards throughout the complex. If they are still alive, the cult guards from area L start moving in the second round of combat, while any remaining guards in the halls head toward this room starting in round 3. If Vanessa and Dorn have not been encountered elsewhere, they begin moving starting in round 5.

Conclusion

Even if the characters "kill" Zargon, the elder evil regrows in a matter of days unless they destroy the horn as well. The way to destroy this elder evil is to drop the horn in the smoking crater called the Eye of Zargon. This volcanic crater lies far below the earth in the cave housing the lost city of Cynidicea, on the far shores of Lake Moldvay. Such a quest is the subject of another adventure. . . .


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HIGH-LEVEL THREATS FOR YOUR CAMPAIGN

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